CMR GREEN TECHNOLOGIES LIMITED
REGD. OFFICE: 7TH FLOOR, TOWER 2, L & T BUSINESS PARK,
12/4 DELHI MATHURA ROAD, FARIDABAD, HARYANA-121003
CIN: L00337HR2005PLC085675, PH: +91-129-4223050
E-MAIL: COMPLIANCEOFFICER@CMR.CO.IN
WEBSITE: WWW.CMR.CO.IN

Date: 16th September, 2026

<table>
<tr><td colspan="3">National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051</td><td colspan="3">BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001</td></tr>
<tr><td rowspan="2">Equity</td><td>Scrip Code</td><td>CMRGREEN</td><td rowspan="2">Equity</td><td>Scrip Code</td><td>544777</td></tr>
<tr><td>ISIN</td><td>INE00WV01027</td><td>ISIN</td><td>INE00WV01027</td></tr>
</table>

Dear Sir/Madam,

Sub: **Intimation for Rescheduling of 21st Annual General Meeting of the Company on 29th September, 2026 (Tuesday) at 11:00 A.M. (IST)**

This is further to our letter dated 07th September, 2026 regarding the date of intimation of 21st Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 30, 2026 at 11:00 A.M. (IST) and also dispatch of the Notice of the AGM to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, read with relevant rules on 08th September, 2026.

In this connection we wish to inform that, subsequent to the dispatch of the Notice dated 08th September, 2026 convening the 21st Annual General Meeting (AGM) of the members of CMR Green Technologies Limited, due to some unavoidable administrative circumstances have arisen, and accordingly the 21st AGM of the Members of the Company originally scheduled to be held on Wednesday, 30th September, 2026 at 11:00 A.M. is now **re-scheduled** to be held on **Tuesday, 29th September, 2026 at 11:00 A.M. (IST)** through Video Conference ("VC") / Other Audio-Visual Means ("OAVM").

Accordingly, following amendments to Notice of 21st AGM is hereby submitted for information and dissemination.

S. No.	Events	Original Dates	Revised Dates
1.	Date of the AGM	30.09.2026	29.09.2026
2.	Cut-off Date for voting purpose	23.09.2026	22.09.2026
3.	Speaker Registration Date	27.09.2026 to 29.09.2026	26.09.2026 to 28.09.2026
4.	Question Registration Date	27.09.2026 to 29.09.2026	26.09.2026 to 28.09.2026
5.	Remote E-Voting Date	27.09.2026 (9:00 A.M.) to 29.09.2026 (5:00 P.M.)	26.09.2026 (9:00 A.M.) to 28.09.2026 (5:00 P.M.)

The Revised Notice of the 21st AGM including the amended dates, sent through email to those members of the Company whose email address is registered with the Company / Depository Participant(s) is enclosed herewith as (Annexure – I). It is hereby informed that except above dates, there is no other changes in the notice of the 21st AGM.

The above is for your information and record please.

Thanking You,
For CMR Green Technologies Limited

Srishti Saxena
Digitally signed by Srishti Saxena
Date: 2026.09.16 12:27:33 +05'30'

Srishti Saxena
Company Secretary & Compliance Officer
M. No: A40576

CMR GREEN TECHNOLOGIES LIMITED
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RE-SCHEDULEMENT NOTICE OF THE 21ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of the members of CMR Green Technologies Limited which was scheduled to be held on Wednesday, 30th September, 2026 is now **re-scheduled to be held on Tuesday 29th September, 2026 at 11:00 AM** through Video Conferencing/ Other Audio Visual Means to transact the following businesses:-

ORDINARY BUSINESS:

ITEM NO. 1

TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE AUDITORS THEREON

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

ITEM NO. 2

TO APPOINT A DIRECTOR IN PLACE OF MR. RAGHAV AGARWAL (DIN: 08450843), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Raghav Agarwal (DIN: 08450843), Director, who retires by rotation at this meeting, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS

ITEM NO. 3

TO RATIFY THE REMUNERATION OF COST AUDITOR

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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of Rs. 2,40,000 [Rupees Two Lakh Forty Thousand only] payable to M/s Chandra Wadhwa & Co., appointed by the Board on 10th August 2026, to conduct Audit of the cost records of the Company for the Financial Year 2026-27, be and is hereby ratified.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director, Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 4

TO RE-APPOINT MR. MOHAN AGARWAL (DIN: 00595232) AS THE MANAGING DIRECTOR OF THE COMPANY.

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 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Mohan Agarwal (DIN: 00595232) as Managing Director of the Company for a further period of five (5) years with effect from 10th August 2026, on such terms and conditions, as may be determined by the Board of Directors in accordance with the applicable provisions of the Act and the Listing Regulations and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, subject to the overall limits prescribed under Section 197 read with the other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, amend or modify, from time to time, the terms and conditions of the said re-appointment, including the remuneration payable to Mr. Mohan Agarwal, within the limits prescribed under the Act and the Listing Regulations and subject to such approvals as may be required, as the Board may deem fit and appropriate in the best interests of the Company.

RESOLVED FURTHER THAT Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 5

TO RE-APPOINT MR. AKSHAY AGARWAL (DIN: 07175149) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY WITH REVISED TERMS OF REMUNERATION.

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 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Akshay Agarwal (DIN: 07175149) as Whole-time Director of the Company for a further period of five (5) years with effect from 10th August 2026, on such terms and conditions, including remuneration, as may be determined by the Board of Directors in accordance with the applicable provisions of the Act and the Listing Regulations and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, subject to the overall limits prescribed under Section 197 read with the other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, amend or modify, from time to time, the terms and conditions of the said re-appointment, including the remuneration payable to Mr. Akshay Agarwal, within the limits prescribed under the Act and the Listing Regulations and subject to such approvals as may be required, as the Board may deem fit and appropriate in the best interests of the Company.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 6

TO RE-APPOINT MR. RAGHAV AGARWAL (DIN: 08450843) AS THE WHOLE-TIME DIRECTOR OF THE COMPANY AND REVISED TERMS OF REMUNERATION.

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 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Raghav Agarwal (DIN: 08450843) as Whole-time Director of the Company for a further period of five (5) years with effect from 10th August 2026, on such terms and conditions, including remuneration, as may be determined by the Board of Directors in accordance with the applicable provisions of the Act and the Listing Regulations and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, subject to the overall limits prescribed under Section 197 read with the other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, amend or modify, from time to time, the terms and conditions of the said re-appointment, including the remuneration payable to Mr. Raghav Agarwal, within the limits prescribed under the Act and the Listing Regulations and subject to such approvals as may be required, as the Board may deem fit and appropriate in the best interests of the Company.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 7

TO RE-APPOINT MR. GYANMOHAN (DIN: 07816704) AS AN INDEPENDENT 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendments or re-enactment thereof for the time being in force(s), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Gyanmohan (DIN: 07816704), who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 10th August 2026, subject to the applicable provisions of the Act and the Listing Regulations and such other approvals as may be required.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 8

TO RE-APPOINT MR. BALVINDER KUMAR (DIN: 01647940) AS AN INDEPENDENT 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Balvinder Kumar (DIN: 01647940), who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 10th August 2026, subject to the applicable provisions of the Act and the Listing Regulations and such other approvals as may be required.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 9

TO RE-APPOINT MS. RASHMI VERMA (DIN: 09268810) AS AN INDEPENDENT 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 the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Rashmi Verma (DIN: 09268810), who has submitted a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 10th August 2026, subject to the applicable provisions of the Act and the Listing Regulations and such other approvals as may be required.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 10

TO REGULARIZE THE APPOINTMENT OF MR. ANKUR SINGH (DIN: 02712564) AS AN EXECUTIVE DIRECTOR OF THE COMPANY.

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 149, 152, 160, 161(1), 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Articles of Association of the Company, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Ankur Singh (DIN: 02712564), who was appointed as an Additional Director (Executive Category) of the Company with effect from 10th August 2026 pursuant to the provisions of Section 161(1) of the Act, who holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for appointment as a Director pursuant to Section 160(1) of the Act, be and is hereby appointed as an Executive Director of the Company with effect from 10th August 2026, on such terms and conditions, including remuneration, as may be determined by the Board of Directors in accordance with the applicable provisions of the Act and the Listing Regulations and as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, subject to the overall limits prescribed under Section 197 read with the other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, amend or modify, from time to time, the terms and conditions of the said appointment, including the remuneration payable to Mr. Ankur Singh, within the limits prescribed under the Act and the Listing Regulations and subject to such approvals as may be required, as the Board may deem fit and appropriate in the best interests of the Company.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director, Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 11

TO APPROVE APPOINTMENT OF SECRETARIAL AUDITOR FROM THE F.Y. 2026-27 TO 2030-31.

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 & other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Deepak Goel & Associates, Company Secretaries (Firm Registration No. S2013HR213300) a Peer reviewed Company Secretaries Firm (Peer Review Number: 3063/2023), be and are hereby appointed as the Secretarial Auditor of the Company for auditing the secretarial and related records of the Company and submitting Secretarial Audit Report, for a tenure of five consecutive years commencing from F.Y. 2026-27 to F.Y. 2030-31 at a remuneration of Rs. 80,000 (Rupees Eighty thousand only) for F.Y. 2026-27, in addition to applicable taxes and reimbursement of travelling and other out of pocket expenses actually incurred by the said Auditor in connection with the Secretarial Audit and the Board of Directors of the Company be and is hereby authorised to fix the remuneration for remaining tenure of the Secretarial Auditor.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 12

APPROVAL FOR PAYMENT OF PERFORMANCE-LINKED COMMISSION TO THE INDEPENDENT DIRECTORS OF THE COMPANY

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 149(9), 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the rules made thereunder, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the payment of performance-linked profit-related commission to Mr. Gyanmohan (DIN: 07816704), Mr. Balvinder Kumar (DIN: 01647940), Ms. Rashmi Verma (DIN: 09268810) and Mr. Girish Paman Vanvari (DIN: 07376482) Independent Directors of the Company, for the financial year and in such manner and proportion as may be determined by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, subject to the limits prescribed under the Act and the Listing Regulations and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the quantum of such performance-linked commission payable to the aforesaid Independent Directors be determined having regard to, inter alia, the performance of the Company, the performance and contribution of the respective Independent Directors, their participation and contribution in the deliberations of the Board and its Committees, and such other parameters as may be considered appropriate by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, as more particularly set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, subject to the applicable provisions of the Act and the Listing Regulations.

RESOLVED FURTHER THAT the aggregate remuneration payable to the aforesaid Independent Directors, including sitting fees, reimbursement of expenses and performance-linked profit-related commission, shall be within the limits prescribed under the Act and the Listing Regulations and subject to such approvals as may be required under applicable law.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

ITEM NO. 13

APPROVAL FOR PAYMENT OF PERFORMANCE BONUS TO EXECUTIVE DIRECTORS

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 196, 197, 198, 200 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Articles of Association of the Company, as amended from time to time, and subject to such other approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for payment of performance bonus to the Executive Directors of the Company, as a component of their overall remuneration, for each financial year during their respective tenure of office, within the overall limits prescribed under the Act and applicable SEBI LODR Regulations.

RESOLVED FURTHER THAT the total performance bonus payable to Executive Directors for any financial year during their respective tenures shall not overall ceiling of Rs. 10,00,00,000 for such financial year, calculated in accordance with Section 198 of the Act, or such other maximum amount as may be permissible under the applicable provisions of law, whichever is lower.

RESOLVED FURTHER THAT the actual amount of performance bonus payable to each Executive Director for each financial year shall be determined by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, having regard to the financial performance of the Company, profitability, achievement of business and strategic objectives, individual performance and such other performance parameters as may be determined by the Nomination and Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT the approval of the Members accorded pursuant to this resolution shall constitute a term-based enabling approval for determination and payment of performance bonus to the Executive Directors for each financial year during their respective approved tenure and, accordingly, the Company shall not be required to seek separate approval of the Members for determination or payment of such performance bonus for each financial year, provided that the amount payable remains within the limits and framework approved herein and complies with the applicable provisions of the Act, Schedule V thereto, SEBI LODR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised, on the recommendation of the Nomination and Remuneration Committee, to determine, vary and approve the actual amount of performance bonus payable to each Executive Director from year to year during his respective tenure, within the maximum limits approved by the Members, without requiring any further approval of the Members.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration, including performance bonus, payable to the Executive Directors shall be subject to the applicable provisions of Section 197 read with Schedule V to the Act and other applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary or expedient to give effect to this resolution.”

ITEM NO. 14

TO DISCUSS AND APPROVE THE INCREASE IN THE LIMIT OF INVESTMENT, SECURITIES AND GUARANTEE AS PER SEC 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the company to give loans to any subsidiary companies/ associate Companies or bodies corporate and / or give any guarantee or provide security in connection with a loan to any subsidiary companies/ associate Companies or bodies corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary companies/ associate Companies or bodies corporate up to an aggregate amount not exceeding Rs. 1500 Crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively ”transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolution any of the Directors and/or Company Secretary of the Company, be and are hereby severally authorised to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection.

ITEM NO. 15

TO CONSIDER AND APPROVE THE INCREASE IN THE BORROWING LIMIT OF THE COMPANY AS PER SECTION 180(1)(a) and 180(1)(C) OF THE COMPANIES ACT, 2013.

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

"**RESOLVED THAT** pursuant to the provisions of Section180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable acts, laws, rules, regulations and guidelines for the time being in force; approval of the shareholders of the Company be and is hereby accorded for authorization for borrowing and mortgaging/pledging assets of the company against such borrowings from time to time as they may think fit, any sum or sums of money not exceeding Rs. 2000 Crores (Rupees Two Thousand Crore) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1)(a) of the Companies Act, 2013, approval of the shareholders of the Company be and is hereby accorded to authorise the Board of Directors to mortgage, charge, hypothecate, pledge or otherwise encumber the whole or substantially the whole of the undertaking(s) of the Company, whether present or future, and/or all or any of the movable and immovable properties, assets and effects of the Company, including stock-in-trade, for securing the aforesaid borrowings, on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this regard."

ITEM NO. 16

ALTERATION OF ARTICLE 58 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to amend Article 58 of the Articles of Association of the Company by inserting the words 'and to give guarantee' after the existing words 'Power of the Board to borrow monies', so that the relevant portion of Article 58 shall read as follows:

"58. Power of the Board to borrow monies and to give guarantee"

and accordingly, the Board of Directors of the Company shall have the power, subject to the provisions of the Companies Act, 2013 and the Articles of Association of the Company, to borrow monies and to give guarantee in such manner and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT Mr. Mohan Agarwal, Chairman & Managing Director and Mr. Raghav Agarwal, Director and/or Ms. Srishti Saxena, Company Secretary be and are hereby severally authorized to do all acts, matters, deeds and things and to take all such steps and do all such things which they may consider necessary, expedient or desirable in order to give effect to the above resolutions in their absolute discretion and take all steps which are incidental and ancillary in this connection."

By order of the Board
FOR CMR GREEN TECHNOLOGIES LIMITED

Sd/-

SRISHTI SAXENA
Company Secretary & Compliance Officer
M. No. A40576

Dated : 16.09.2026
Place : Faridabad

Notes:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of Item Nos. 3 to 16 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') of persons seeking re-appointment as Director, is also annexed.

2. The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated 05th May 2020 read with General Circular No. 03/2025 dated 22nd September 2025, allowed companies to conduct their Annual General Meetings (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) in accordance with the requirements provided in Para 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). In compliance with these MCA Circulars, applicable provisions of the Act and the SEBI Listing Regulations, the 21st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 21st AGM shall be the Registered Office of the Company.

3. 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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote E-Voting or in the AGM. The said Resolution / Authorization shall be sent at the Registered Office of the Company.

5. Members who are shareholders as on Tuesday, September 22, 2026 ("Cut-off date") can join the AGM held through VC/OAVM fifteen (15) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this 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 will not include large Shareholders (holding 2% or more shareholding), Promoter/Promoter group members, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The Register of Directors and Key Managerial Personnels and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice and Annual Report will be available electronically for inspection by the Members during the AGM.

7. The relevant documents referred to in the Notice are open for inspection to the members at the registered office of the Company on all working days (except Sundays and Public Holidays) during the normal business hours of the Company up to the date of the Meeting. The aforesaid documents will also be available for inspection by the members at the meeting.

8. **Dispatch of Notice of AGM and Annual Report through electronic mode**: In compliance with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Depository Participants (DPs)/ Company's Registrar and Share Transfer Agent (RTA) unless any Member has requested for a physical copy of the same. Further, in accordance

with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the weblink and the path for accessing the Annual Report for F.Y 2025-26 is being sent to those Members who have not registered their email address with the DP/RTA. Members may note that the Notice and Annual Report for F.Y 2025-26 will also be available on the Company's website at https://www.cmr.co.in/; website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Notice is also available on the website of Depository i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. In case any member is desirous of obtaining hard copy of the Annual Report for the F.Y2025-26 and Notice of the 21st AGM of the Company, may send request to the Company's email address at complianceofficer@cmr.co.in mentioning Folio No./DP ID and Client ID. For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio No./DP ID/ Client ID and attaching a self-attested copy of PAN at complianceofficer@cmr.co.in

9. Procedure for registration of email address by shareholders:

Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

a) Members holding shares in physical forms are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at https://www.cmr.co.in) along with the necessary attachments mentioned in the said Forms to KFintech, Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Members may also email the duly filled forms to einward.ris@kfintech.com. This will enable the shareholders to receive electronic copies of the Integrated Annual Report for FY 2025-26 and this Notice.

Members holding shares in demat form may validate/ update their email address and other details with their respective Depository Participants.

Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/ KFintech to enable servicing of notices / documents / Annual Reports electronically to their email address.

10. Investor Queries and Grievance Redressal:

The Company has designated an exclusive e-mail id viz. complianceofficer@cmr.co.in to enable Investors to register their grievances, if any.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, September 28, 2026 through email on complianceofficer@cmr.co.in. The same will be replied to by the Company suitably.

Members may note that in case of any dispute against the Company and/or its Registrar and Share Transfer Agent, as per SEBI Circular SEBI/HO/OIAE/OIAE_ IAD-3/P/CIR/2023/195 dated July 31, 2023, members can file for Online Resolution of Dispute which harnesses online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market. Members can use this mechanism only after they have lodged their grievance with the Company and SCORES and are not satisfied with the outcome of the redressal.

For more details, please see the following weblinks of the Stock Exchanges:

BSE: https://bsecrs.bseindia.com/ecomplaint/frmInvestorHome.aspx

NSE: https://www.nseindia.com/complaints/online-dispute-resolution

PROCEDURE FOR REMOTE E-VOTING

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.

   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 i.e., Tuesday, September 22, 2026 shall be entitled to avail the facility of remote e-voting or e-voting on the day of the AGM. Persons who are not members as on the Cut-off Date should treat this notice for information purposes only.

ii. The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iv. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

v. The remote e-Voting period commences on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently.

vi. The Company has appointed Mr. Deepak Goel, Practicing Company Secretary, who is also the Secretarial Auditor of the Company to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner. The scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The consolidated results in respect of voting along with the Scrutinizer’s Report will be sent to Stock Exchanges and will also be uploaded on website of the Company and CDSL.

vii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

viii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

ix. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

x. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	1. **User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. **User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 . 3. **Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. **User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR

	URL:www.cdslindia.com II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. **Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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.co.in or call at: 022 - 4886 7000 and 022 - 2499 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 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (10197), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/
ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 10197, followed by folio number. In case of Demat account, User

ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., '10197- AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id goel123deepak@yahoo.com with a copy marked to evoting@kfintech.com . The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open at least 15 (fifteen) minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till September 28, 2026 at 05:00 P.M. shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from September 26, 2026 (09:00 AM IST) to September 28, 2026 (05:00 P.M. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from September 26, 2026 (09:00 AM IST) to September 28, 2026 (05:00 P.M. IST).In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

iii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 22, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

iv. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

- If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS : MYEPWD <space> E-Voting Event number (10197) + Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for physical	MYEPWD <SPACE> 101971234567890

The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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

Item No. 3

In terms of Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the Company is required to carry out the Cost Audit.

Pursuant to the Board approval dated 10th August, 2026, M/s Chandra Wadhwa & Co., Cost Accountants, holding valid practicing No. 000239, issued by The Institute of Cost Accountants of India have been appointed as the Cost Auditors of the Company for the Financial Year 2026-27 The Board has fixed remuneration of Rs. 2,40,000/- (Rupees Two Lakhs Forty Thousand only) exclusive of applicable taxes. In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested, financially or otherwise, in this resolution.

Item no. 4, 5 & 6

The Members are informed that Mr. Mohan Agarwal (DIN: 00595232) was appointed as the Managing Director of the Company for a period of 5 (Five) consecutive years, while Mr. Akshay Agarwal (DIN: 07175149) and Mr. Raghav Agarwal (DIN: 08450843) were appointed as Whole-time Directors of the Company for a period of 5 (Five) consecutive years, pursuant to the approval accorded by the Members at the Extraordinary General Meeting of the Company held on September 04, 2021 by way of Ordinary Resolution(s). Accordingly, their respective terms of office are due to expire on September 03, 2026.

The Board of Directors of the Company, at its meeting held on August 10, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), considered and approved the re-appointment of the aforesaid Directors, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable laws.

Accordingly, the Board has recommended the following re-appointments:

1. Mr. Mohan Agarwal (DIN: 00595232) as Managing Director of the Company for a further period of five (5) years with effect from 10th August 2026;

2. Mr. Akshay Agarwal (DIN: 07175149) as Whole-time Director of the Company for a further period of five (5) years with effect from 10th August 2026; and

3. Mr. Raghav Agarwal (DIN: 08450843) as Whole-time Director of the Company for a further period of five (5) years with effect from 10th August 2026.

The proposed re-appointments are being made pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"), and the rules made thereunder, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on September 07, 2026, considered and recommended the revision/increase in the managerial remuneration payable to the Mr. Akshay Agarwal and Mr. Raghav Agarwal, Whole Time Directors of the Company, in view of their enhanced responsibilities, leadership, contribution towards the growth and development of the Company, achievement of new milestones and improvement in the profitability and overall performance of the Company during the Financial Year 2025-26.

The proposed increase in managerial remuneration is considered appropriate and justified having regard to the scale, size and complexity of the Company's operations, the nature and extent of responsibilities entrusted to the concerned Directors, their qualifications, experience, leadership capabilities and contribution to the Company's growth and development, as well as the Company's financial and operational performance. The revision in remuneration is also intended to appropriately recognize the increased responsibilities of the Directors concerned and to attract, retain and motivate experienced leadership for achieving the Company's strategic objectives and sustaining its long-term growth and profitability.

Accordingly, the proposed remuneration structure seeks to appropriately balance fixed and performance-linked remuneration and align the interests of the Directors concerned with the Company's business performance, strategic priorities and long-term interests of the stakeholders.

Accordingly, the proposed remuneration and performance-based commission are as follows:

[Amount in Rs. Crore]

Name of Directors	Designation	Proposed Remuneration	Perquisites	Total Amount Proposed
Mr. Akshay Agarwal	Whole Time Director	1.12	Furnished Accommodation, electricity charges, Car and Driver Salary, Rent Free Accommodation	1.12
Mr. Raghav Agarwal	Whole Time Director	1.12	Car & Driver Salary	1.12
Total		**2.24**		**2.24**

Mr. Mohan Agarwal (DIN: 00595232), Mr. Akshay Agarwal (DIN: 07175149) and Mr. Raghav Agarwal (DIN: 08450843) are concerned or interested in the respective resolutions relating to their re-appointment as Managing Director and Whole-time Directors of the Company and revision is remuneration as enumerated in the table above respectively. They are also interested to the extent of their respective directorship and shareholding, if any, in the Company. Their respective relatives may also be deemed to be concerned or interested in the said resolutions to the extent of their respective shareholding, if any, in the Company.

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

Accordingly, the resolutions set out at Item Nos. 4, 5 and 6 of the accompanying Notice are placed before the Members for their approval.

Item no. 7, 8 & 9

The Members of the Company at their Extraordinary General Meeting held on September 04, 2021, appointed Mr. Gyanmohan (DIN: 07816704), Mr. Balvinder Kumar (DIN: 01647940) and Ms. Rashmi Verma (DIN: 09268810) as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("Act"), each for a term of Five (5) consecutive years with effect from August 17, 2021. Accordingly, their respective terms as Independent Directors of the Company expired on August 16, 2026.

All three Directors are eligible for re-appointment as Independent Directors of the Company for a second term of five (5) consecutive years with effect from August 10, 2026, subject to the approval of the Members by way of Special Resolution.

The Board of Directors, based on the performance evaluation of the respective Directors and on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved and recommended the re-appointment of Mr. Gyanmohan, Mr. Balvinder Kumar and Ms. Rashmi Verma as

Independent Directors of the Company for a second term of five (5) consecutive years, subject to the requisite approval of the Members.

The Company has received the requisite consent from each of the aforesaid Directors to act as an Independent Director and declarations confirming that they meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They have further confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with objective independent judgment and without any external influence.

Each of the aforesaid Directors has also confirmed that he/she is not disqualified from being re-appointed as a Director under Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India ("SEBI") or any other statutory or regulatory authority.

In the opinion of the Board, Mr. Gyanmohan, Mr. Balvinder Kumar and Ms. Rashmi Verma fulfil the conditions specified under the Act, the Rules made thereunder and the Listing Regulations for re-appointment as Independent Directors and are independent of the management of the Company. The Board has also considered their respective skills, knowledge, experience, expertise and contribution to the deliberations of the Board and its Committees. Considering their valuable contribution during their respective first terms, the Board is of the opinion that their continued association would be beneficial to the Company and in the best interests of the Company and its stakeholders.

Copies of the draft letters of appointment of Mr. Gyanmohan, Mr. Balvinder Kumar and Ms. Rashmi Verma, setting out the terms and conditions of their respective re-appointments as Independent Directors, shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to and including the date of the Annual General Meeting.

Mr. Gyanmohan, Mr. Balvinder Kumar and Ms. Rashmi Verma, for themselves and through their respective relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the respective resolutions relating to their re-appointment. None of the other Directors, Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

The Board of Directors recommends the respective resolutions set out at Item Nos. 7, 8 and 9 of the accompanying Notice for approval of the Members by way of Special Resolutions.

Item no. 10

Mr. Ankur Singh was appointed as an Additional Director of the Company by the Board of Directors with effect from August 10, 2026, in accordance with Section 161(1) of the Companies Act, 2013 upto the date of ensuing Annual General Meeting of the Company.

In terms of the section 161(1), the term of office of Mr. Ankur Singh will expire in the coming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director as per Section 160(1) of the Act.

The appointment, if made will be in accordance with the provisions of Sections 149, 150, 152, 160(1), Schedule V of the Act and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force) and in relation thereof your Board is proposing this resolution for the approval of members by way of Ordinary Resolution.

Except Mr. Ankur Singh, none of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested, financially or otherwise, in the proposed resolution, except in the ordinary course of business.

Item no. 11

Pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 204 of the Companies Act, 2013 (Act) read with relevant Rules thereunder, the Board of Directors of the Company, at its meeting held on September 07, 2026, considering the experience & expertise and based on the consideration of the Audit Committee and recommendation of the Board, M/s. Deepak Goel & Associates, Company Secretaries (Firm Registration No. S2013HR213300), a Peer Reviewed Firm (Peer Review Number: 3063/2023), are proposed to be appointed as the Secretarial Auditor for a term of Five consecutive years to hold office from the F.Y. 2026-27 to F.Y. 2030-31 at a remuneration of Rs. 80,000 (Rupees Eighty Thousand only) per annum, plus applicable taxes and out-of-pocket expenses, etc.

There is an increase in the remuneration proposed to be paid to the new Secretarial Auditor, M/s. Deepak Goel & Associates, for the Financial Year 2026-27, as compared to the remuneration paid to the outgoing Secretarial Auditor, M/s. Agarwal S & Associates, for the Financial Year 2025-26. The remuneration paid to M/s. Agarwal S & Associates for the Financial Year 2025-26 was Rs. 60,000/- (Rupees Sixty Thousand Only), whereas the remuneration proposed to be paid to M/s. Deepak Goel & Associates for the Financial Year 2026-27 is Rs. 80,000/- (Rupees Eighty Thousand Only). In addition to the responsibilities as Secretarial Auditor, M/s. Deepak Goel & Associates shall render such other services to the Company as may be specified or permitted by SEBI, the Institute of Company Secretaries of India (ICSI) and/or any other competent authority and as may be approved by the Board of Directors from time to time.

M/s. Deepak Goel & Associates is a firm of Practising Company Secretaries having over 14 years of experience in providing professional services in the areas of Corporate Laws, Industrial Laws, SEBI Laws, RBI Guidelines, Legal Due Diligence, Mergers and Acquisitions, Listing and Capital Market Transactions, and other legal and secretarial matters. The Firm has three qualified Company Secretaries.

M/s. Deepak Goel & Associates has consented to its appointment as Secretarial Auditor of the Company and has confirmed that its appointment is in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Firm has also confirmed that it holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI).

Further, the Firm has confirmed that it is eligible and qualified for appointment as Secretarial Auditor and has not incurred any disqualification as specified under the applicable provisions of the Companies Act, 2013, the Listing Regulations and the applicable regulations and guidelines issued by SEBI and ICSI.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends the resolution set out at Item No.11 of the Notice for approval of the Members by means of an Ordinary Resolution.

Item no. 12

The Nomination and Remuneration Committee of the Company, at its meeting held on September 07, 2026 considered and recommended the payment of performance-based commission of ₹10,00,000/- (Rupees Ten Lakh Only) each during the Financial Year 2026-27 to Mr. Gyanmohan (DIN: 07816704), Mr. Balvinder Kumar (DIN: 01647940), Ms. Rashmi Verma (DIN: 09268810) and Mr. Girish Paman Vanvari (DIN: 07376482), Independent Directors of the Company in recognition of their valuable guidance, oversight, contribution and support towards the growth and development of the Company, achievement of new milestones and improvement in the profitability and overall performance of the Company during the Financial Year 2025-26.

The proposed performance-based commission payable to the Independent Directors is based on enhanced responsibilities, time commitment, expertise and contribution expected from them in discharging their fiduciary, governance and oversight responsibilities. In determining the quantum of performance-based commission, due regard may be given to the active participation and level of attention devoted by the Independent Directors to the meetings of the Board and its Committees, as well as the quality, effectiveness and value of their contributions during deliberations and decision-making processes. Their contribution towards providing strategic guidance and effective oversight to the Company, including oversight of financial reporting, internal controls and risk management systems, is also an important consideration.

Further, the Independent Directors play a significant role in strengthening the Company's corporate governance framework and ensuring adherence to applicable laws, regulations and ethical standards. Their independent judgement, objectivity and constructive guidance to the management contribute significantly to informed decision-making and the protection of the interests of the Company and its stakeholders.

The proposed performance-based commission for the financial year 2026-27 also takes into account the Company's transition to and operation as a listed company, pursuant to which the scope, nature and extent of responsibilities and accountability of the Independent Directors have increased substantially. As a listed organization, the Company is subject to enhanced regulatory, disclosure, governance and compliance requirements, resulting in greater oversight responsibilities for the Independent Directors, including in relation to stakeholder interests, regulatory compliance, financial reporting, risk management and overall corporate governance.

In view of the foregoing, the proposed performance-based commission is considered appropriate and commensurate with the enhanced responsibilities, contribution, expertise, time commitment and accountability of the Independent Directors and is intended to appropriately recognize their continued contribution towards the Company's governance, strategic direction, sustainable growth and long-term interests of its stakeholders.

Accordingly, the proposed performance-based commission payable to the Independent Directors for the Financial Year 2026-27 is as follows:

[Amount in Rs.]

Name of Directors	Designation	Performance Based Commission
Mr. Gyanmohan	Independent Director	10,00,000
Mr. Balvinder Kumar	Independent Director	10,00,000
Ms. Rashmi Verma	Independent Director	10,00,000
Mr. Girish Paman Vanvari	Independent Director	10,00,000
Total		40,00,000

Mr. Gyanmohan (DIN: 07816704), Mr. Balvinder Kumar (DIN: 01647940), Ms. Rashmi Verma (DIN: 09268810) and Mr. Girish Paman Vanvari (DIN: 07376482), being Independent Directors of the Company, are concerned or interested in the proposed resolution to the extent of the performance-based commission proposed to be paid to them and to the extent of their respective directorship and shareholding, if any, in the Company.

The respective relatives of the aforesaid Independent Directors may also be deemed to be concerned or interested in the resolution to the extent of their respective shareholding, if any, in the Company.

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

The Board recommends the resolution set out at Item No.12 of the Notice for approval of the Members by means of an Ordinary Resolution.

Item No. 13

The Company has a performance-oriented remuneration structure for its Executive Directors, comprising fixed remuneration and variable remuneration. To further align the remuneration of the Executive Directors with the performance, profitability, growth and long-term objectives of the Company, it is proposed to provide for payment of performance bonus to the Executive Directors of the Company as a component of their overall remuneration.

The Nomination and Remuneration Committee ("NRC"), at its meeting held on September 07, 2026, has recommended to the Board for an enabling approval for payment of commission to the Executive Directors for their respective terms of office.

Accordingly, it is proposed to obtain the approval of the Members by way of an Ordinary Resolution for payment of commission to Executive Directors for each financial year during their respective tenure, within the maximum limits specified in the resolution.

The actual amount of performance bonus payable to each Executive Director for a particular financial year shall be determined by the Board, based on the recommendation of the NRC, having regard to the Company's financial performance, profitability, achievement of business and strategic objectives, individual performance and such other performance parameters as may be determined by the NRC and approved by the Board from time to time.

The proposed approval is term-based and shall remain valid for the respective tenure of the Executive Directors, subject to the limits specified in the resolution and compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Accordingly, once the Members approve the proposed Ordinary Resolution, the Company will not be required to seek separate approval of the Members for determination and payment of performance bonus for each financial year during the approved tenure, provided that the amount paid remains within the limits and framework approved by the Members and is otherwise in compliance with applicable laws.

The Board recommends the Ordinary Resolution set out at Item No. 13 for approval by the Members.

Item no. 14

Section 186 of the Act read with the Rules framed thereunder, provides that a Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate to give loans to any subsidiary companies, associate companies and bodies corporate and/or give any guarantee and/or to provide security in connection with the loan to any subsidiary companies, associate companies or body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Company has five subsidiary Companies, viz. CMR Nikkei India Pvt. Ltd., CMR-Toyotsu Aluminium India Pvt. Ltd., CMR NLM Eco Aluminium Pvt. Ltd., CMR Aluminium Pvt. Ltd. and CMR Welfare Foundation. In the normal course of business, these Companies requires various types of credit facilities / bill discounting facilities from various Banks to run their operations and the Banks sanctions such credit facilities / Bill Discounting Facilities on the pre-condition that the holding Company of these Company(ies) shall provide the counter guarantee against the credit facility being sanctioned to these Subsidiary Company(ies). Whereas Section 186 the Companies Act, 2013 mandates that Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate to give loans to any subsidiary companies, associate companies and bodies corporate and/or give any guarantee and/or to provide security in connection with the loan to any subsidiary companies, associate companies or body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. The approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder.

The resolution as proposed is recommended for your approval. None of the Directors are concerned or interested in the proposed resolution except to the extent that they hold any shares in the Company.

The Board recommends the resolution set out at Item No.14 of the Notice for approval of the Members by way of special resolution.

Item no. 15

The members of the Company are informed that the Board of Directors in their Board Meeting held on September 07, 2026 had accorded its approval for the increase in Borrowing Limits of Company from Rs. 1500 Crore to Rs. 2000 Crore.

Pursuant to the provisions of Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, the approval of the shareholders is required for the increase in the borrowing limits of the Company and for creation of mortgage or charge on the whole or substantially the whole of the undertaking(s) of the Company, as applicable.

Accordingly, the Board recommends the resolution set forth in Item No. 15 for the approval of the members by way of Special Resolution.

None of the Director(s), Key Managerial Personnel and/or their relatives are interested in the aforesaid resolution.

Item no. 16

The existing Article 58 of the Articles of Association of the Company provides for the power of the Board of Directors to borrow monies. In order to expressly empower the Board of Directors of the Company to provide corporate guarantees in connection with credit facilities availed by any person, entity or other borrower, it is proposed to amend Article 58 of the Articles of Association of the Company by inserting the words “and to give guarantee” after the existing words “Power of the Board to borrow monies”.

The proposed amendment will enable the Board of Directors to exercise the power to borrow monies and to give guarantees, subject to the provisions of the Companies Act, 2013, the rules made thereunder and such other applicable laws, regulations, approvals and restrictions as may be applicable from time to time.

The proposed alteration is being made to facilitate the Company, inter alia, to provide corporate guarantees in favour of banks and financial institutions in connection with credit facilities granted or proposed to be granted to the Company's subsidiaries, group entities, associate entities or other eligible borrowers, as may be approved by the Board of Directors from time to time and subject to applicable law.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the members by way of a Special Resolution. Accordingly, the proposed Resolution set out at Item No. 16 of the accompanying Notice is placed before the members for their approval.

The Board of Directors, at its meeting held on September 07, 2026, considered and approved the proposed alteration to Article 58 and recommends the aforesaid Resolution for approval by the members by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By order of the Board

FOR CMR GREEN TECHNOLOGIES LIMITED

Sd/-
SRISHTI SAXENA
Company Secretary & Compliance Officer
M. No. A40576

Dated : 16.09.2026
Place : Faridabad

For a better tomorrow
CMR GREEN TECHNOLOGIES LIMITED
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Annexure-A

Disclosures under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

S. No.	Particulars	Details
1.	DIN	00595232
2.	Age	63 Years
3.	Date of Appointment on the Board	August 12, 2021
4.	Reason for change viz. re-appointment	Re-appointment of Mr. Mohan Agarwal as the Managing Director of the Company for a further term of five (5) years pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of re-appointment (as applicable) & term of re-appointment	Mr. Mohan Agarwal has been re-appointed as the Managing Director of the Company for a further term of five (5) years with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The Remuneration and other terms of the re-appointment of Managing Director shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Mr. Mohan Agarwal is the Chairman and Managing Director of our Company since August 12, 2021. He is the founder of the Company and associated with CMR Group since inception. He is a commerce graduate from University of Delhi. He has also been appointed as a director on the board of Material Recycling Association of India. He has over 40+ years of experience in the aluminium alloys recycling industry. He is primarily responsible for providing strategic leadership, shaping the long-term vision of the Company and driving sustainable growth across business verticals. He oversees the development and execution of Company's growth strategy focusing on global leadership in aluminium recycling and green manufacturing.;

S. No.	Particulars	Details
7.	Memberships / Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	None
8.	No. of Board Meetings attended during the F.Y 2025-26	6 (Six)
9.	Details of remuneration last drawn	Rs. 2.18 Crore
10.	Remuneration proposed to be paid	No change
11.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Mohan Agarwal is Father of Mr. Akshay Agarwal and Mr. Raghav Agarwal (Whole-Time Directors)
12.	Number of shares held in the Company	8,88,95,453
13.	Information as required pursuant to BSE/SEBI requirements	Mr. Mohan Agarwal is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
14.	Name of listed entities from which the person has resigned in the past three years	None
15.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None

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S. No.	**Particulars**	**Details**
1.	DIN	07175149
2.	Age	34 Years
3.	Date of Appointment on the Board	August 12, 2021
4.	Reason for change viz. re-appointment	Re-appointment of Mr. Akshay Agarwal as the Whole-Time Director of the Company for a further term of five (5) years pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of re-appointment (as applicable) & term of re-appointment	Mr. Akshay Agarwal has been re-appointed as the Whole-Time Director of the Company for a further term of five (5) years with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The Remuneration and other terms of the re-appointment of Whole-Time Director shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Mr. Akshay Agarwal is a Whole-time Director of the Company and has been associated with the Company since August 12, 2021. He holds a bachelor's degree in mechanical engineering (Honours) from the Birla Institute of Technology and Science, Pilani (Goa Campus), and has over 11 years of experience in the aluminium alloys recycling industry. He currently serves as the Business Head – UBC at Sambalpur, Odisha, where he oversees the overall business performance, profitability and sustainability of the business. He is responsible for formulating and reviewing customer strategies aimed at maximising market share and enhancing customer experience. He also focuses on strengthening the CMR brand and expanding its presence across domestic and international markets and the industry.
7.	Memberships/Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes	None

S. No.	Particulars	Details
	only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
8.	No. of Board Meetings attended during the F.Y 2025-26	4
9.	Details of remuneration last drawn	Rs 1.20 Crore (including other benefits)
10.	Remuneration proposed to be paid	Rs. 1.12 Crore (excluding other benefits)
11.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Akshay Agarwal is Son of Mr. Mohan Agarwal (Managing Director) and brother of Mr. Raghav Agarwal (Whole-Time Director)
12.	Number of shares held in the Company	21,905,549
13.	Information as required pursuant to BSE/SEBI requirements	Mr. Akshay Agarwal is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
14.	Name of listed entities from which the person has resigned in the past three years	None
15.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None

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Sr. No.	Particulars	Details
1.	DIN	08450843
2.	Age	32 Years
3.	Date of Appointment on the Board	August 12, 2021
4.	Reason for change viz., re-appointment	Re-appointment of Mr. Raghav Agarwal as the Whole-Time Director of the Company for a further term of five (5) years pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of re-appointment (as applicable) & term of re-appointment	Mr. Raghav Agarwal has been re-appointed as the Whole-Time Director of the Company for a further term of five (5) years with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The Remuneration and other terms of the re-appointment of Whole-Time Director shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Mr. Raghav Agarwal is a Whole-time Director of the Company and has been associated with the Company since August 12, 2021. He is an Associate Member of the Institute of Chartered Accountants of India and has over nine years of experience in the aluminium alloys recycling industry. He currently serves as the Business Head Tirupati, where he provides strategic direction and oversees the overall operational management of the billet business at Tirupati. He is responsible for driving the growth of the Company's green billet business, with a focus on addressing the growing global demand for low-carbon aluminium products and strengthening CMR's position as a leader in sustainable aluminium solutions. Additionally, he is responsible for formulating and managing strategic and operational business plans, including annual budgets for the Billets, IT and Commodity Sales businesses, in alignment with the Company's strategic priorities
7.	Memberships/Chairmanships of committees of other public	None

Sr. No.	Particulars	Details
	companies as on the date of this AGM Notice. [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
8.	No. of Board Meetings attended during the F.Y 2025-26	5 (Five)
9.	Details of remuneration last drawn	Rs. 0.80 Crore (including other benefits)
10.	Remuneration proposed to be paid	Rs. 1.12 Crore (excluding other benefits)
11.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Raghav Agarwal is Son of Mr. Mohan Agarwal (Managing Director) and brother of Mr. Akshay Agarwal (whole-time Director)
12.	Number of shares held in the Company	21,905,549
13.	Information as required pursuant to BSE/SEBI requirements	Mr. Raghav Agarwal is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
14.	Name of listed entities from which the person has resigned in the past three years	None
15.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None

Disclosures under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Particulars	Details
1.	DIN	07816704
2.	Age	70 Years
3.	Date of Appointment on the Board	August 17, 2021
4.	Reason for change viz., re-appointment.	Re-appointment of Mr. Gyanmohan as the Independent Director of the Company for a further term of five (5) years pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of (as applicable) & term of re-appointment	Mr. Gyanmohan has been re-appointed as the Whole-Time Director of the Company for a further term of five (5) years with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The terms of the re-appointment of Independent Director shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Mr. Gyanmohan was appointed as an Independent Director of our Company. He holds a degree of bachelor's in arts (economics) from B.N College, Patna University and a diploma in financial services management from University of Bombay. He is a member of the Indian Institute of Bankers. He was previously associated with IDBI Capital Markets Services Limited, State Bank of India, Fortune financial Services (India) Limited and Power Exchange India Limited. He is associated with ADI Chitragupta Finance Limited as a Director. He has an experience of over 3 years in banking and operations
7.	Memberships / Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes only Audit Committee and Stakeholders' Relationship Committee in terms of	None

Sr. No.	Particulars	Details
	Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
8.	No. of Board Meetings attended during the F.Y 2025-26.	6 (Six)
9.	*Details of remuneration / sitting fees drawn during the F.Y 2025-26.	Rs. 0.11 Crore
10.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Gyanmohan is not related to any of the Director on the Board.
11.	Information as required pursuant to BSE/SEBI requirements	Mr. Gyanmohan is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
12.	Name of listed entities from which the person has resigned in the past three years	None
13.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Adi Chitragupta Finance Limited ACFL Home Loan Limited
14.	Number of shares held in the Company	Nil
15.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the details of skills and capabilities mentioned hereinabove in explanatory statement.

**** No other payment was made to the Independent Director, except for sitting fees.***

Disclosures under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	**Particulars**	**Details**
1.	DIN	01647940
2.	Age	69 Years
3.	Date of Appointment on the Board	August 17, 2021
4.	Reason for change viz. re-appointment	Re-appointment of Mr. Balvinder Kumar as the Independent Director of the Company for a further term of five (5) years pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of re-appointment (as applicable) & term of re-appointment	Mr. Balvinder Kumar has been re-appointed as the Whole-Time Director of the Company for a further term of five (5) years with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The terms of the re-appointment of Independent Director shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Mr. Balvinder Kumar was appointed as Independent Director of our Company. He holds a master's degree in philosophy in botany from University of Delhi and master's degree in science (development and administration) from University of Birmingham. He joined the Indian Administrative Service ("IAS") in 1981 and has an experience of 36 years in the IAS. Further, he has served the Government of India under ministries such Ministry of Agriculture, Ministry of Textiles, Department of Commercial Tax and Entertainment Tax, Revenue Department, Women Welfare, Child Development and Nutrition Department, Uttar Pradesh State Industrial Development Authority, Comprehensive Development Department. He is also an Independent Director on the Board of IFFCO Kisan SEZ Limited and CMR Aluminium Private Limited
7.	Memberships/Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes	None

Sr. No.	Particulars	Details
	only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
8.	No. of Board Meetings attended during the F.Y 2025-26	6 (Six)
9.	*Details of remuneration / sitting fees drawn during the F.Y 2025-26.	Rs. 0.10 Crore
10.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Balvinder Kumar is not related to any of the Director on the Board.
11.	Information as required pursuant to BSE/SEBI requirements	Mr. Balvinder Kumar is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
12.	Name of listed entities from which the person has resigned in the past three years	None
13.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	IFFCO Kisan Sez Limited
14.	Number of shares held in the Company	Nil
15.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the details of skills and capabilities mentioned hereinabove in explanatory statement.

No other payment was made to the Independent Director, except for sitting fees.

Disclosures under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	**Particulars**	**Details**
1.	DIN	09268810
2.	Age	69 Years
3.	Date of Appointment on the Board	August 17, 2021
4.	Reason for change viz. re-appointment	Re-appointment of Mr. Rashmi Verma as the Independent Director of the Company for a further term of five (5) years pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of re-appointment (as applicable) & term of re-appointment	Mr. Rashmi Verma has been re-appointed as the Whole-Time Director of the Company for a further term of five (5) years with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The terms of the re-appointment of Independent Director shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Ms. Rashmi Verma was appointed as an Independent Director of our Company. She holds a bachelor's degree in law from the University of Delhi and a master's degree in science (botany) from the University of Delhi. She has worked in legal roles with Bharat Heavy Electricals Limited, Punjab National Bank and Allahabad Bank. She has over 38 years of experience in the legal field. She is an Independent Director on the board of CMR- Toyotsu Aluminium India Private Limited.
7.	Memberships/Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations and	None

Sr. No.	Particulars	Details
	Disclosure Requirements) Regulations, 2015	
8.	No. of Board Meetings attended during the F.Y 2025-26	6 (Six)
9.	*Details of remuneration / sitting fees drawn during the F.Y 2025-26.	Rs. 0.09 Crore
10. .	Disclosure of relationships between directors (in case of appointment of a director)	Ms. Rashmi Verma is not related to any of the Director on the Board.
11. .	Information as required pursuant to BSE/SEBI requirements	Ms. Rashmi Verma is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
12.	Name of listed entities from which the person has resigned in the past three years	None
13.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None
14.	Number of shares held in the Company	Nil
15.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the details of skills and capabilities mentioned hereinabove in explanatory statement.

No other payment was made to the Independent Director, except for sitting fees.

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Disclosures under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Particulars	Details
1.	DIN	02712564
2.	Age	54 Years
3.	Date of Appointment on the Board	August 10, 2026
4.	Reason for change viz. re-appointment	Appointment of Mr. Ankur Singh as the Director (executive category) of the Company pursuant to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board.
5.	Date of re-appointment (as applicable) & term of re-appointment	Mr. Ankur Singh has been appointed as Additional Director of the Company with effect from August 10, 2026, subject to the approval of the shareholders of the Company. The Remuneration and other terms of the appointment of Mr. Ankur Singh shall be governed by the Nomination and Remuneration Committee and the Board of Directors from time to time.
6.	Brief profile and expertise in specific functional areas	Mr. Ankur Singh has over 34 years of experience in the aluminium industry, covering both primary and secondary aluminium producers Previously associated with Hindalco Industries Ltd. and Metenere Ltd. before joining CMR Green Technologies Ltd. in 2020. Extensive expertise in projects, operations, and business leadership, including experience as a Business Head. Holds a B.Tech. in Mechanical Engineering from Harcourt Butler Technical University (formerly HBTI), Kanpur.
7.	Memberships/Chairmanships of committees of other public companies as on the date of this AGM Notice. [includes only Audit Committee and Stakeholders' Relationship	None

Sr. No.	Particulars	Details
	Committee in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
8.	Remuneration proposed to be paid	Rs. 2.20 Crore
9.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Ankur Singh is not related to any director on the Board.
10.	Information as required pursuant to BSE/SEBI requirements	Mr. Ankur Singh is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
11.	Name of listed entities from which the person has resigned in the past three years	None
12.	List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None
13.	Number of shares held in the Company	Nil
14.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the details of skills and capabilities mentioned hereinabove in explanatory statement.