



KALYANI CAST TECH LIMITED

(Formerly Known As; “Kalyani Cast Tech Private Limited”)

Date: 05.09.2025

To BSE Limited
P.J. Towers Dalal Street,
Fort Mumbai-400001

Company Code No. 544023
Sub: 13th Annual General Meeting Notice

Dear Sir,

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the Notice of the 13th AGM (“the Notice”) of the members of the Company to be held on Tuesday, 30 the September, 2025 at 12:00 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), which is being sent to the members through electronic mode.

The Notice will also be made available on the Company’s website www.kalyanicasttech.com.

For **Kalyani Cast Tech Limited**

Jayashree Kumar
Digitally signed by
Jayashree Kumar
Date: 2025.09.05
18:42:32 +05'30'

Jayashree Kumar
(Whole Time Director)

Reg. Office: B-144, 2nd Floor, DDA Shed, Okhla Industrial Area, Phase-1, Delhi-110020

Factory: Village Mamria Thethar, Distt. Rewari (Hr.)

Tel: 011-26444400, **Mobile:** 09650891119, **E-mail:** info@kalyanicasttech.com,

Kalyanicasttech@gmail.com **CIN:** L26990DL2012PLC242760



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NOTICE OF THE 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the Members of Kalyani Cast Tech Limited (“Company”) will be held on **Tuesday, 30th September 2025 at 12.00 P.M.** IST through Video Conferencing (“VC”)/other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended on March 31st, 2025 together with the reports of the Board of Directors (‘the board’) and Auditor thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, and the reports of the Board of Directors and Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

2. To consider and adopt the Audited Consolidated Financial Statements of the company for the financial year ended on March 31st, 2025 together with the reports of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, and the reports of Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

3. To re-appoint director in place of Mr. Devender Kumar (DIN: 08065475), who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Devender Kumar (DIN: 08065475), who retires by rotation at this Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditor for the financial year 2025-26.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 75 thousand plus out of pocket expenses as recommended by the Audit Committee and approved by the Board of Directors while appointing M/s Raj Kaushik & Associates, Cost Accountants (FRN: 100574), to conduct the Cost Audit of the cost records maintained by the Company for the Financial Year 2025-26, be and is hereby ratified.



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RESOLVED FURTHER THAT any director of the Board and Company Secretary of the Company be and are hereby individually authorized to do all acts, things and deeds and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Secretarial Auditors of the Company for a term of 5 years.

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws, if any, as amended from time to time, M/s. Ankur Singh & Associates, Company Secretaries (CP No. 22820) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5(Five) consecutive years, to hold the office from the conclusion of 13th Annual General Meeting (‘AGM’) till the conclusion of 18th Annual General Meeting of the Company to be held in the Year 2030, to conduct the Secretarial Audit for the Financial Year 2025-26 to Financial Year 2029-30, at a remuneration to be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

6. To approve the re-appointment and remuneration of Mr. Naresh Kumar (DIN:03302133), as Chairman & Managing Director of the Company and *if thought fit, to pass the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and in terms Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appointment of Mr. Naresh Kumar (DIN: 03302133) as Chairman & Managing Director of the Company for a period of five (5) years, with effect from October 17, 2025, on the following terms and conditions:

(a) Gross Salary: Rs. 5,00,000 /- (Rupees Five Lakh) per month with increment upto 15% p.a. w.e.f. **01.07.2025**.

(b) Other Benefits, Perquisites & Allowances- In addition to the Gross Salary, he will be entitled to: (i) Health Insurance, Personal Accident Insurance and other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;

(ii) Company provided car with driver facility.

(iii) Leave Encashment and Gratuity in accordance with the Rules of the Company and as per Payment of Gratuity Act;

(iv) Telephone / Mobile phone facility;



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RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Managing Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Naresh Kumar (DIN: 03302133) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Naresh Kumar shall not be liable to retire by rotation within the meaning of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby individually authorized to file such requisite application, representation, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution.”

7. To approve the remuneration of Mrs. Jayashree Kumar as Whole Time Director of the Company and *if thought fit, to pass the following resolution as a **Special Resolution***:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mrs. Jayashree Kumar (DIN:02933321), Whole-time Director of the Company as mentioned hereunder:

a) Revised Gross Salary: Rs. 1,75,000 /- (Rupees One Lakh Seventy-Five Thousand) per month (including Perquisites) with incremental upto 15% per annum **w.e.f 01.05.2024** and Rs. 2,50,000 /- (Rupees Two Lakh Fifty Thousand) per month (including Perquisites) with incremental upto 15% per annum **w.e.f 01.07.2025**.

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to the Whole Time Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. Jayashree Kumar (DIN:02933321), will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013



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RESOLVED FURTHER THAT any director and Company Secretary of the Company be and are hereby individually authorized to file such requisite application, representation, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution.”

**By order of the Board
Kalyani Cast Tech Limited**

**Pankaj Kumar
(Company Secretary)
Date: 30.08.2025
Place: New Delhi**

Registered Office:
B-144 Second Floor, DDA Shed Phase-1,
Okhla Industrial Area Phase-I, South Delhi,
New Delhi, Delhi, India, 110020

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM

The deemed venue for the AGM shall be the registered office of the Company.
2. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency for providing e-Voting facility (Remote e-Voting and voting during AGM) to the shareholders of the Company in order to cast their votes electronically in terms of the aforesaid MCA Circulars.
3. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (‘Act’), Secretarial Standard-2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) setting out material facts relating to the proposed resolution is annexed hereto.
4. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself 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, the Proxy Form and Attendance Slip are not annexed hereto.
5. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-Voting. Institutional/Corporate Members are requested to send a scanned copy in pdf/jpg format of the Board Resolution/Power of Attorney authorising its representatives to attend and vote at the AGM pursuant to Section 113 of the Act, E-mail at cs@kalyanicasttech.com and evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
7. The relevant details, pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed herewith.
8. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **24th September, 2025 to 30th September, 2025** (both days inclusive).



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11. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose E-mail ID is registered with the Company/Depository Participants (“DPs”). Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website at www.kalyanicasttech.com and website of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com. No physical copy of the Notice and the Annual Report has been sent to Members who have not registered their E-mail IDs with the Company/DPs/Company’s Registrar & Transfer Agent (“RTA”), Bigshare Service Private Limited.
12. The Company has engaged the services of NSDL. Members will be able to attend the AGM through VC/ OAVM.
13. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022 - 4886 7000 or can contact Pallavi Mhatre - senior manager at the designated E-mail ID- evoting@nsdl.com.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the act will be available for inspection during the AGM.
15. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@kalyanicasttech.com.
16. Details of Directors retiring by rotation at the ensuing Meeting are provided in the explanatory statement annexed to the Notice pursuant to the provisions of (i) Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, forms integral part of the notice.
17. The Board of Director has appointed M/s Ankur Singh and Associates, Practicing Company Secretaries as scrutinizer for the Annual General Meeting of the Company.
18. Members whose E-mail ID is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time, are requested to update their e-mail addresses with the depository/RTA.
19. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

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

The remote e-voting period begins on **Saturday, 27th September, 2025 at 09:00 A.M. and ends on Monday 29th September, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **23rd September, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **23rd September, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-



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Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



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d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the by e-mail at cs@kalyanicasttech.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their



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Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre - senior manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kalyanicasttech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kalyanicasttech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.



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3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@kalyanicasttech.com . The same will be replied by the company suitably.
6. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email address to cs@kalyanicasttech.com in advance at least 10 days prior to the AGM mentioning their name, DP ID and Client ID/folio number, PAN, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send them from their registered email address to cs@kalyanicasttech.com in advance at least 10 days prior to the AGM mentioning their name, DP ID and Client ID/folio number, PAN, mobile number. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM on first in- first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. When a pre-registered speaker is invited to speak at the Meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected through a device with a video camera along with good internet speed.



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Annexure-I

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Devender Kumar	Mr. Naresh Kumar
DIN	08065475	03302133
Date of Appointment on the Board	17 th October, 2022	17 th October, 2022
Nature of Expertise in specific functional areas	Legal advisory	Management
Qualifications	Graduate	Post Graduate
Directorship of other Listed Entity	NIL	NIL
Memberships of Committees of other Listed Entity (mandatory for committees)	NIL	NIL
Details of Listed Entity from which person has resigned in past three years	NIL	NIL
Disclosure of relationship between director inter-se	Brother of Naresh Kumar (Managing Director)	Husband of Jayashree Kumar (WTD) and Brother of Mr. Devender Kumar, Non-executive Director
No. of Shares held in the Company	Nil	20,73,250 Equity Shares

**By order of the Board
Kalyani Cast Tech Limited**

**Pankaj Kumar
(Company Secretary)
Date: 30.08.2025
Place: New Delhi**

Registered Office:
B-144 Second Floor, DDA Shed Phase-1,
Okhla Industrial Area Phase-I, South Delhi,
New Delhi, Delhi, India, 110020



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Explanatory Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013 (“The Act”)

ITEM NO. 4

Ratification of remuneration of the Cost Auditors for the Financial Year 2025-26:

On the recommendation of the Audit Committee, the Board of Directors in its meeting held on August 30, 2025 has appointed M/s Raj Kaushik & Associates, Cost Accountants (FRN: 100574), as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at a remuneration of Rs. 75,000 plus applicable taxes and out of pocket expenses. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to Cost Auditor needs to be ratified by the Members of the Company.

Accordingly, ratification by the Members is required for the remuneration payable to the Cost Auditor for the financial year 2025-26. M/s Raj Kaushik & Associates, Cost Accountants (FRN: 100574) have furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said resolution. The Board of Directors recommend the passing of the Resolution as set out at Item No. 4 as an Ordinary Resolution.

ITEM NO. 5

To appoint Secretarial Auditors of the Company for a term of 5 years: The Board of Directors of the Company at its meeting held on August 31, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Ankur Singh & Associates, Company Secretaries (CP No. 22820) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

M/s Ankur Singh & Associates, Company Secretaries (CP No. 22820) is a peer reviewed Company Secretaries proprietorship firm based in New Delhi. Established in 2019, M/s Ankur Singh & Associates, hold extensive professional experience in providing corporate and secretarial advisory services covering a wide spectrum of corporate laws, due diligence services, regulatory compliances (including SEBI and FEMA), certifications and Secretarial Audits.

Over the years, the firm has catered to a wide spectrum of clients, including listed Companies, public limited companies, non-profit organizations in addition to dealing with different regulators under Companies Act, SEBI Regulations etc.

The firm engages qualified and experienced resources, including company secretaries and other professional backgrounds. M/s Ankur Singh & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s Ankur Singh & Associates as Secretarial Auditors is



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within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Secretarial audit fees shall for the FY 2024-25 shall be upto Rs. 50,000 plus applicable taxes and other out-of-pocket expenses and for the subsequent be mutually agreed with M/s Ankur Singh & Associates and will be subject to approval by the Board on recommendation of the Audit Committee.

In addition to the secretarial audit, M/s Ankur Singh & Associates shall provide such other services in the nature of certifications and other professional work on such terms and remuneration, as approved by the Board of Directors.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommend the passing of the Resolution as set out at Item No. 05 as an Ordinary Resolution.

ITEM NO. 6

Mr. Naresh Kumar, is the Chairman and Managing Director (“CMD”) (DIN: 03302133) of the Company whose appointment for the post of Chairman and Managing Director was approved w.e.f. October 17, 2022 by the shareholders at their meeting held on October 22, 2022 for a period of 3 Year. Keeping in view his contribution in the growth of the Company and his leadership qualities supported by experience, Nomination & Remuneration Committee in their meeting held on August 30, 2025 recommended reappointment and revision of the remuneration. The Board of Directors in their meeting held on August 30, 2025, also reappointed Mr. Naresh Kumar as Chairman and Managing Director w.e.f October 17, 2025 for 5 (Five years) and approved the revised remuneration as provided in the proposed resolution w.e.f July 01, 2025 of Mr. Naresh Kumar, subject to the approval of the shareholders.

As the Chairman & Managing Director of the Company, Mr. Naresh Kumar is involved in mentoring the leadership team, overseeing the business strategies on various aspects of operations, business development, expansion and diversification plans. He has huge experience of working at different positions with Indian Railways. The Company has won accolades and awards in/for the FY 2024-25 named ET MSME Award 2024 and HSBC Presents CNBC-TV18 SME Champions Awards Season 2 (2025). Under his dynamic leadership, the Company has been able to grow exponentially. Because of his farsighted vision, passion, entrepreneurship and growth-oriented leadership, the Company has been able to write the success story, despite various challenges and disruptions in the industry.

Mr. Naresh Kumar is one of the founder promoters of the Company and he hold 20,73,250 Shares (28.87%) in the Company in his name as on March 31, 2025. The whole promoters group hold 45,46,500 Shares (63.32%) shares in the Company.

Mr. Naresh Kumar, Chairman & Managing Director is husband of Mrs. Jayashree Kumar, Whole-time Director and Brother of Mr. Devender Kumar, Non Executive Director, all are related to each other. Further, Mrs. Jayashree Kumar is one of the promoter of the Company.

Therefore, all of these Directors, together with their relatives, deemed to be concerned or interested in this resolution.



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For other transactions of the Directors with the Company, please refer the Note No. 33.12 in the standalone financial statements i.e. ‘Related Party Disclosure under Ind AS 24’.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolution.

Mr. Naresh Kumar, is one of the Key Managerial Personnel (“KMP”) pursuant to Section 203 of the Companies Act, 2013 and will not be liable to retire by rotation pursuant to Section 152 of the Act.

Mr. Naresh Kumar Jain, has confirmed that he is not disqualified from being re-appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

The other requisite details about Mr. Naresh Kumar, are provided in ‘**Annexure-I**’ to the Notice. The Board of Directors recommend the passing of the Resolution as set out at Item No. 6 as a Special Resolution.

ITEM NO. 7

Ms. Jayashree Kumar is the Whole Time Director (“WTD”) (DIN: 02933321) of the Company whose appointment for the post of Whole Time Director was approved w.e.f. April 05, 2022 by the shareholders at their meeting held on April 29, 2022 for a period of 5 Year. Keeping in view her contribution in the growth of the Company and her leadership qualities supported by experience, Nomination & Remuneration Committee in their meeting held on September 30, 2024 recommended revision of the remuneration and the Board of Directors in their meeting held on September 30, 2024 approved the revised remuneration of Ms. Jayashree Kumar w.e.f **01st May, 2024** subject to the approval of the shareholder, Gross Salary: Rs. 1,75,000 /- (Rupees One Lakh Seventy-Five Thousand) per month (including Perquisites) with incremental upto 15% per annum **w.e.f 01.05.2024** and in the Board meeting held on August 30, 2025 and Nomination & Remuneration Committee held on August 30, 2025 , subject to the approval of the shareholders in this Annual General meeting, Gross Salary Rs. 2,50,000 /- (Rupees Two Lakh Fifty Thousand) per month (including Perquisites) with incremental upto 15% per annum **w.e.f 01.07.2025**.

The matters of increase in remuneration of both above Directors were considered by the Nomination & Remuneration Committee (NRC) in its meeting held on September 30, 2024 and August 30, 2025. NRC considered that due to increase in the operations of the Company, the work as well as responsibilities of all Whole-time Directors have increased significantly. NRC considered other factors like industry practices, to remunerate the talent pool of the Company keeping in view the growth objectives of the Company. It was also considered that because of untiring efforts of the Management, Company has been able to grow well ahead of Industry and registering strong operational and financial performance. After due consideration, NRC recommended the revised remuneration of Mrs. Jayashree Kumar, Whole-time Director as provided in proposed Resolutions. Accepting the recommendations of the NRC, the Board of Directors also approved the proposed revised remuneration in its meeting held on September 30, 2024 and August 30, 2025 subject to approval by the Members of the Company in this AGM.



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The remuneration of Mrs. Jayashree Kumar, before this revision, was Rs. 1,25,000 (including perquisites proposed revised remuneration after above increase is given in the respective Resolution in the Notice of the AGM. The individual shareholding of Mrs. Jayashree Kumar as on 31/03/2025 was 3,75,500 (5.23%).

Mr. Naresh Kumar, CMD who is the Husband of Ms. Jayashree Kumar and Mr. Devender Kumar, Director who is the Brother of Mr. Naresh Kumar.

The above Directors and their respective relatives may deem to be interested to the extent of their shareholding. Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolutions.

The Board of Directors recommend the passing of the Resolution as set out in Item No. 7 of the Notice as a Special Resolution.