

BirlaNu Limited

(Formerly HIL Limited)

CIN: L74999TG1955PLC000656

Regd. Office: Office No. 1 & 2, L7 Floor, SLN Terminus, Survey No. 133, Near Botanical Garden,
Gachibowli, Hyderabad - 500032, Telangana, India

Ph. No.: +91 40 68249000 | Email id: cs@birlanu.com | website: <https://birlanu.com/>

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 78th Annual General Meeting (“AGM”) of **BirlaNu Limited** (hereinafter referred to as “**BirlaNu**” or “**the Company**”) will be held on Thursday, July 31, 2025 at 3:00 PM IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

Item No. 1: To receive, consider and adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Auditors’ Report and Board’s Report thereon and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 including audited Balance Sheet as at March 31, 2025, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted.”

Item No. 2: To declare a final dividend at the rate of ₹ 30/- (300%) per equity share of ₹ 10/- each for the financial year ended March 31, 2025 and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the payment of the final dividend, as recommended by the Board of Directors for the year ended March 31, 2025, at the rate of ₹ 30/- (300%) per equity share of ₹ 10/- each, be and is hereby approved and declared.”

Item No. 3: To re-appoint Mr. Desh Deepak Khetrupal (DIN: 02362633), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Desh Deepak Khetrupal (DIN:02362633), who retires in accordance with the provisions of Articles of Association of the Company read with the Companies Act, 2013 and Rules framed thereunder and being eligible, has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

Special Business:

Item No. 4: To appoint M/s Ranjeet Pandey & Associates, Company Secretaries in Practice as the Secretarial Auditor of the Company and pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Rules made thereunder, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s Ranjeet Pandey & Associates, Company Secretaries, New Delhi, (CP No. 6087) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, from April 1, 2025 till March 31, 2030 to conduct secretarial audit of the secretarial and related records of the Company, at such remuneration as recommended by the Audit Committee and approved by the Board from time to time in addition to actual out of pocket expenses incurred by them to perform the audit and the applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 5: To approve the remuneration of Mr. Akshat Seth, Managing Director & Chief Executive Officer for the financial year 2025-26 and pass the following resolution, with or without modification(s), as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Schedule V thereof and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association and the Nomination, Remuneration & Evaluation Policy of the Company, based on the recommendation of the Nomination and Remuneration cum Compensation Committee and approval of the Board of Directors dated May 17, 2025, the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Akshat Seth (DIN: 10039820), Managing Director and Chief Executive Officer (“**MD & CEO**”) of the Company for the financial year 2025-26 as per the following terms and conditions, with the authority to the Board that on the recommendation of Nomination and Remuneration cum Compensation Committee, to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mr. Akshat Seth:

- Basic salary & allowances of up to ₹595.76 lakh per annum.

In addition to the above, Mr. Akshat Seth is entitled to:

- i. Annual performance linked variable pay of up to ₹ 273.73 (Rupees Two Crore Seventy Three Lakh Seventy Three Thousand Only) payable up to 120% of the said amount subject to the performance of the Company and achievement of agreed targets as may be decided by the NRC/Board.
- ii. Provident Fund including perquisites thereof and Gratuity as per Company Rules.
- iii. Chauffeur driven Company maintained car.
- iv. Medical Insurance and Personal Accidental Insurance Coverage under the Group Mediclaim Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.
- v. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company.
- vi. Reimbursement of mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.
- vii. Perquisites arising on account of exercise of options granted under the Employee Stock Option Schemes of the Company.

Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the financial year 2025-26, the aggregate salary, allowances,

perquisites and other benefits, retiral, variable pay and long term cash incentive as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2025-26 be paid as minimum remuneration subject to compliance with the provisions of Section 197 of the Companies Act, 2013 and other applicable provisions and the rules, circulars, orders and notifications issued there under [including any statutory modification(s) or re-enactment thereof for the time being in force], read with Schedule V to the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 6: To consider and approve amendments to the ‘HIL Limited Employee Stock Option Scheme 2019’ and pass the following resolution, with or without modification(s), as a Special Resolution:

“**RESOLVED THAT** in partial modification of the special resolutions passed by the Members of the Company approving the ‘HIL Limited Employee Stock Option Scheme 2019’ (“**Scheme**”) on October 3, 2019, in accordance with the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“**Act**”) read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Act and rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force); Regulation 7 and other applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”) and circulars/guidelines issued thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force), read with relevant circulars and notifications issued thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), (including any statutory modification(s) or re-enactment(s) thereof for time being in force), read with relevant circulars and notifications issued thereunder, the Memorandum and Articles of Association of the Company, and all other rules and regulations, as applicable and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), pursuant to the recommendation of the Board of Directors (hereinafter called the “**Board**”, which term shall include the Nomination & Remuneration cum Compensation Committee or any other committee authorized to exercise its powers including the power conferred by this resolution), and subject to such

terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Members, in accordance and furtherance of Clause 15 of the Scheme, be and is hereby accorded to amend the Scheme to the extent of: (i) amending the definition of 'Eligible Employee' under Clause 3.1.13 of the Scheme, to expand the same to include any employee (as defined under the SBEB Regulations) of the Company as may be decided by the Committee; (ii) clarificatory changes to the Scheme, such as updating references to applicable laws and consequent changes to align with same, specifically the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (introduced post creation of Scheme); and (iii) change references to the Company from 'HIL Limited' to 'BirlaNu Limited'. All other terms and conditions of the Scheme, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the Scheme, shall remain unchanged and continue to be in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing, the consent of the Members be and is hereby accorded to the members of the Board (acting severally) to finalise the terms and modalities of the amended Scheme, including operational procedures, documentation (all deeds, documents, writings, agreements, applications and filings with regulatory authorities, as may be required from time to time), to finalise, sign and execute such letters, agreements, undertakings, documents or writings as may be required and make and accept amendments, if any, thereto, to settle any questions, difficulties or doubts that may arise in this regard and generally to do all acts, deeds, matters and things as

may be required to give effect to the foregoing, and delegate the aforesaid authority to any official(s) of the Company in such manner as may be thought fit."

Item No. 7: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026 and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to all other approvals, if any, members of the Company hereby ratify the payment of remuneration, as approved by the Board of Directors, to M/s S. S. Zanwar & Associates, Cost Accountants in practice (Registration No. 100283) of the Company, amounting to ₹ 8 lakh (Rupees Eight Lakh only) plus applicable taxes and out of pocket expenses, to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By the order of the Board
For **BirlaNu Limited**

Place: New Delhi
Date: May 17, 2025

Nidhi Bisaria
Company Secretary
M. No. F5634

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("**Act**"), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard -2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India, concerning item no. 3 of the Notice is annexed.
2. Pursuant to General Circular No. 9/2024 dated September 19, 2024 read along with General Circular Nos. 9/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), the companies are permitted to hold their Annual General Meeting ("**AGM**") through video conferencing ("**VC**") or other audio visual means ("**OAVM**") up to September 30, 2025 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Office No. 1 & 2, L7 Floor, SLN Terminus, Survey No. 133, Near Botanical Garden, Gachibowli, Hyderabad - 500032, Telangana, India, which shall be deemed venue of the AGM.
3. Since the AGM will be held through VC/OAVM, pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Route map of the venue of the Meeting is accordingly not annexed hereto.
4. Pursuant to the provisions of Section 105 of the Act and Regulation 44(4) of the SEBI Listing Regulations, 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 applicable 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 to this Notice.
5. For enabling the Members to participate at the 78th AGM, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") to provide VC/OAVM facility and e-Voting facility for the Annual General Meeting. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA Circulars. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, etc., who are allowed to attend AGM without restriction on account of first come first served basis.
6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-Voting during the e-Voting period and/or during the AGM. Corporate/ Institutional members 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/attend AGM, to the Scrutinizer by e-mail at **mohitkamdar@yahoo.co.in** with a copy marked to National Securities Depositories Limited ("**NSDL**") (agency for providing the remote e-Voting facility) at **evoting@nsdl.com** and the Company at **cs@birlanu.com**. They 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 at e-Voting portal.
7. **Dispatch of Annual Report through Electronic Mode:** In compliance with the MCA Circulars and the Securities and Exchange Board of India ("**SEBI**") circular dated October 3, 2024 read with circular dated October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 (hereinafter referred to as "**SEBI Circulars**"), Notice of the 78th AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant/ Registrar and Share Transfer Agent of the Company. The Company shall send physical copy of the Annual Report for the financial year 2024-25 to those members who request for the same at **cs@birlanu.com** mentioning their Folio No./DP ID and Client ID. Members may note that this

Notice along with the Annual Report for the financial year 2024-25 will also be available on the website of the Company at <https://birlanu.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and also on the website of NSDL at www.evoting.nsdl.com.

8. **Procedure for updating/registering email address and mobile numbers for receiving AGM Notice and Annual Report of the Company electronically:**

Members who have not registered their email id, may register the same with the Company/RTA, by giving the details, viz, folio number/ DP ID & Client ID, e-mail id, mobile number, self-attested copy of PAN card and Client Master copy (in case of electronic folio) / copy of share certificate (in case of physical folio) to RTA at **investor.relations@vccipl.com** or to the Company at **cs@birlanu.com** for limited purpose of receiving notice of 78th Annual General Meeting of the Company and Annual Report for FY 2024-25. Post successful registration of the email, the member would get soft copy of the Annual Report 2024-25 along with Notice of the AGM containing the procedure for e-Voting along with the User ID and Password to enable casting of vote through remote e-Voting or electronic voting at the AGM.

9. **Payment of Final Dividend:** The dividend on Equity Shares, if declared at the AGM, will be paid, subject to deduction of tax at source, on or before August 22, 2025 to the Members whose names appear on the Company's Register of Members as on the close of business hours on July 24, 2025 ("**Record Date**") and whose bank mandate are registered in the records of the Depository Participants/RTA.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf. As mandated by the said circulars, the dividend, if any,

payable by the Company, against your holdings is liable to be withheld if the KYC details are not updated against your holding.

Updation of Bank account details: Members who have not registered their Bank account details are requested to register the same by submitting the details viz. Name and Branch of the Bank in which you wish to receive the dividend, type of Bank Account, Bank Account Number allotted by their banks after implementation of Core Banking Solutions, 9 digit MICR Code Number, 11 digit IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder:

- i) **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and ISR-2 and other KYC documents pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.
- ii) **For shares held in electronic form:** to their Depository Participants.

10. **Tax Deduction at Source on Dividend:** Pursuant to Income-tax Act, 1961, as amended, the dividend income is taxable in the hands of members and therefore, the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from dividend paid to members. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident members, TDS shall be deducted under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the financial year 2025-26, provided PAN is provided by the member. If PAN is not submitted to the Company/RTA (in case shares are held in physical mode)/not updated in their demat account (in case shares are held in demat mode)/PAN is not linked with Aadhar, TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend received/to be received during the financial year 2025-26 does not exceed ₹ 5,000.

A resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax

Residency Certificate, Form 10F, (electronically generated from income tax website) any other document which may be required to avail the tax treaty benefits.

Members may submit the aforementioned documents by sending an email to RTA at **investor.relations@vccipl.com** or to the Company at **cs@birlanu.com** on or before Thursday, July 24, 2025 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post July 24, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

The TDS certificates shall be mailed to the registered email ID with the RTA/ Depository Participants, alternatively, members may download the TDS certificate from the Income Tax Department's website **https://www.incometax.gov.in/** (refer to Form 26AS). If any member needs assistance in obtaining the TDS certificate, he/she may write to the Company at **cs@birlanu.com** or to RTA at **investor.relations@vccipl.com**.

11. Members are requested to address all correspondences, including for dividends, to the RTA of the Company, at:

Name	M/s Venture Capital and Corporate Investments Private Ltd.
Address	"AURUM", Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4 th & 5 th Floors, Jayabheri Enclave Phase - II, Gachibowli, Hyderabad – 500 032
Email ID	investor.relations@vccipl.com
Landline no.	040 – 23818475/76
Website	www.vccipl.com

12. **IEPF related information:** Dividends, if not encashed for a period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ('IEPF'). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority as per procedure laid down under the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules").

Members who have not encashed their dividend paid by the Company so far up to and during the financial year ended March 31, 2025, may immediately approach the Company/RTA for claiming such dividend amount. Information in respect of the unclaimed dividend up to March 31, 2025, is uploaded on the website of the Company, **https://birlanu.com/**.

Please note that the unpaid/unclaimed final dividend for the financial year 2017-18 shall become due to transfer to IEPF on September 10, 2025 upon completion of seven years in terms of Section 124(6) of the Act. The corresponding shares shall be transferred to relevant demat account of the IEPF Authority as per Rule 6 of the IEPF Rules, as amended. You are thus requested to claim the unclaimed dividend by sending a written application to RTA or to the Company's Registered/Corporate Office address along with requisite supporting documents as detailed in notice sent to the shareholders whose dividend and/or shares are liable to be transferred. The said application should reach the Company on or before September 3, 2025 so as to enable us to update the details and submit your request to the bankers to remit the said unclaimed dividend by NEFT. In case no claim is received with respect to the above dividend, the shares (whether held in physical or electronic form) will be transferred by the Company to the Demat Account of the IEPF Authority.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 web form available on **www.iepf.gov.in** for claiming the dividend and/or shares. The procedure for claiming the shares from IEPF Authority is available on **https://cms.birlanu.com/public/media/2025/03/13/proced1.pdf**.

13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is

available on the Company's website at <https://birlanu.com/investor/general-information> and on the website of the Company's RTA, at <https://www.vccipl.com/index.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. **KYC updation for members:** SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC and nomination details. For facilitating to update their aforesaid details, the Company has uploaded required forms – ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH14, on its website, <https://www.birlanu.com/investor/general-information>.

Members can download the forms, as applicable/required, fill in the details and send to the RTA of the Company for updating the details.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants ("DPS"), if the shares are held in demat form and to the Company/RTA, in the prescribed forms, if the shares are held in physical form.

15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://cms.birlanu.com/public/media/2025/03/12/sebi-master-circular-on-online-dispute-resolution-odr.pdf>.

16. As per Regulation 40 of SEBI Listing Regulations, as amended vide SEBI notification dated January 24, 2022, securities of listed companies can be transferred only in dematerialized form including request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of

portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact RTA to seek guidance for the demat procedure. Members may also visit website of depositories at National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

17. **Procedure for inspection of documents:**

The register of Directors and Key Managerial Personnel and their shareholding, register of contracts, certificate from the Secretarial Auditor on the implementation of ESOP Scheme and other relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. 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@birlanu.com.

18. 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 July 18, 2025 by sending an e-mail to cs@birlanu.com. The same will be replied by the Company suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as on the cut-off date, i.e., July 24, 2025.




19. **VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH VC/OAVM:**

i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 regarding e-Voting facility provided by Listed Entities, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-Voting**").

ii. **Remote e-Voting:** Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-Voting**"). The facility of casting the votes by remote e-Voting will be provided by NSDL.

- iii. The remote e-Voting period commences on **Monday, July 28, 2025, at 9:00 a.m. IST** and ends on **Wednesday, July 30, 2025 at 5:00 p.m. IST**. During this period, the Members, whose names appear in the Register of Members / Beneficial Owners as on Thursday, July 24, 2025 ("**Cut-off date**") 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 Thursday, July 24, 2025. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- iv. **Voting at the AGM:** Members who have not voted through remote e-Voting may avail the e-Voting facility provided in the AGM by NSDL. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.
- v. A Member shall opt for only one mode of voting, i.e., either through remote e-Voting or through e-Voting during the Meeting. If a Member casts votes by both the modes, then voting done through remote e-Voting shall prevail.
- vi. The voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is Thursday, July 24, 2025.
- vii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the 78th AGM.
- viii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- ix. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach NSDL at **evoting@nsdl.com**, for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions. However, if he/she is already registered with NSDL for remote e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. Individual members holding securities in dematerialized mode may follow steps mentioned below under "**Login method for remote e-Voting and joining virtual meeting for individual members holding securities in dematerialized mode.**"
- x. **The instructions for remote e-Voting and joining the AGM are as under:**
- A. VOTING THROUGH ELECTRONIC MEANS:**
- Process to vote electronically on NSDL e-Voting system consists of "two steps" which are mentioned below:
- Step 1: Access to NSDL e-Voting system.
- Step 2: Cast your vote electronically on NSDL e-Voting system.
- Details on Step 1 are mentioned below:**
- 1) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**
- In terms of SEBI master circular dated July 11, 2023 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 members holding securities in dematerialized mode is given below:

Type of members	Login Method
Individual members holding securities in dematerialized mode with NSDL	<p>A. 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.</p> <p>B. NSDL IDeAS facility</p> <p>If you are already registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 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. A new screen will open. You will need to enter your 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” appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>If you are not registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Please follow steps given in points 1-5 above. <p>C. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open web browser and type the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. 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 need 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. 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 evoting period. <p>D. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="614 1899 1023 2121" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of members	Login Method
Individual members holding securities in dematerialized 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 use 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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 from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon login, you will be able to see the 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. 3. Click on Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

II) Login method for e-Voting 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?

- i. Visit the e-Voting website of NSDL. Open web browser by clicking the URL: **https://www.evoting.nsdl.com/** either on a Personal computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, 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, Password/OTP and a verification code as shown on the screen.

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

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your User ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If EVEN is 123456 and folio number is 001*** then User ID is 123456001***

- v. Password details for members, other than Individual members, 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 e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail 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.
 - iii. 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. Click on “**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, PAN, name and registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vi. After entering your password, tick on agree to **"Terms and Conditions"** by selecting on the check box.
 - vii. Now, you will have to click on **"Login"** button.
 - viii. After you click on the **"Login"** button, home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically and join AGM 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.
2. Select **'EVEN'** of company for which you wish to cast your vote during the remote e-voting period.
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 members

- i. 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 **https://www.evoting.nsdl.com** to reset the Password.

- ii. 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 Mr. Amit Vishal, Asst. Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager-NSDL at **evoting@nsdl.com** or contact at T301, 3rd Floor, Naman Chambers, G Block, Plot No-C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

PROCESS FOR THOSE MEMBERS 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:

- a. 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 RTA at **investor.relations@vccipl.com** or to the Company's email id **cs@birlanu.com**.
- b. 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) by email to RTA at **investor.relations@vccipl.com** or to the Company's email id **cs@birlanu.com**. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
- c. 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.

- d. In terms of SEBI master circular dated July 11, 2023 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.

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

- i. Members will be able to attend the AGM through VC/OAVM through the NSDL e-Voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against the Company name. This link will be enabled 30 minutes before the schedule time of AGM. **You are requested to click on VC/OAVM link placed under "Join Meeting" menu.** 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. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.
- ii. Members are encouraged to join the AGM through Laptops / computers for better experience and use internet with a good speed to avoid any disturbance during the AGM.
- iii. Please note that 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.
- iv. Facility of joining the AGM through VC/ OAVM shall open 30 minutes before the time scheduled for the AGM.
- v. Members who need assistance before or during the meeting, can contact NSDL on **evoting@nsdl.com** or call on toll free No: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager-NSDL at **evoting@nsdl.com** or contact at T 301, 3rd Floor, Naman Chambers, G Block, Plot No. C 32, Bandra Kurla Complex, Bandra East, Mumbai 400 051.
- vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at **cs@birlanu.com** by **Monday, July 21, 2025 (5:00 p.m. IST)**. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.
- vii. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
20. The Board of Directors of the Company has appointed Mr. Mohit Gurjar, (CP No. 18644 and Membership No. 20557) of M/s P.S. Rao & Associates, Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process before and during the AGM in a fair and transparent manner.
21. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board.
22. The results shall be declared along with the Scrutiniser's report within 2 working days from the conclusion of AGM and shall be placed on the website of the Company **https://birlanu.com/** and on the website of NSDL at **www.evoting.nsdl.com** immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The recorded transcript of the 78th AGM shall also be made available on the website of the Company **https://birlanu.com/** in the Investor's section, as soon as possible after the AGM is over.
23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e. Thursday, July 31, 2025.

Statement in respect of the Special Business setting out all material facts relating to the business mentioned under Item No. 4, 5, 6 and 7 of the accompanying Notice pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The members are informed that pursuant to the amended provisions of Regulation 24A of SEBI Listing Regulations vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 and provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee at its meeting held on May 17, 2025, reviewed the credentials of M/s Ranjeet Pandey & Associates, Company Secretaries, New Delhi, (CP No. 6087) the existing Secretarial Auditor of the Company and recommended for their appointment in terms of the aforesaid provisions. Accordingly, the Board at its meeting held on May 17, 2025 approved the appointment of M/s Ranjeet Pandey & Associates, Company Secretaries, New Delhi, as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years from April 1, 2025 till March 31, 2030 for conducting secretarial audit of the secretarial and related records of the Company at such remuneration as recommended by the Audit Committee and approved by the Board from time to time in addition to actual out of pocket expenses incurred by them to perform the audit and the applicable taxes.

In this regard, the Company received consent from M/s Ranjeet Pandey & Associates along with a certificate confirming that they are qualified and competent to be appointed as Secretarial Auditor under the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 4.

The Board recommends the resolution set forth at Item no. 4 for the approval of the shareholders as an ordinary resolution.

Item No. 5:

It is informed that the shareholders of the Company, on April 4, 2023, approved by way of an ordinary resolution, the appointment of Mr. Akshat Seth (DIN:10039820) as the Chief Executive Officer (CEO) & Key Managerial Personnel (KMP) with effect from February 1, 2023 and as the Managing Director

(MD) with effect from February 11, 2023 for a term of 5 (five) years along with payment of managerial remuneration which includes salary, allowances, perquisites and other benefits, retirals, variable pay and long term cash and stock incentives as per Company's Scheme, for the said period.

The said resolution empowered the Board, on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC"), to determine and approve annual increments to the salary and performance-based variable pay, subject to a ceiling of 25% of the last drawn basic salary and performance-based variable pay, respectively, in compliance with the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 ("the Act").

In accordance with the above authority, the Board at its meeting held on May 17, 2025, on the recommendation of NRC, approved the remuneration of Mr. Akshat Seth, Managing Director & CEO, for the financial year 2025-26 as per the details mentioned in resolution to item no. 5 of this Notice, subject to the necessary approvals.

Further, in the said meeting the Board also approved that the shareholders' approval be sought by way of special resolution, as appended in this Notice, in terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013, so that the aggregate salary, allowances, perquisites and other benefits, variable pay and long term incentives as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2025-26, be paid as minimum remuneration for the said financial year.

Accordingly, the Board proposes to seek shareholders' approval by way of a special resolution, as appended in this Notice, authorizing the Company to pay such remuneration in FY 2025-26 even if it exceeds the thresholds set forth in Section 197 read with Schedule V of the Act.

The information as required by second proviso of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below:

I. General Information:

(1) Nature of industry

BirlaNu Limited is engaged in business of manufacturing and sale of Fiber Cement, Humid Cure Roofing Sheets, Autoclaved Aerated Concrete Blocks (Fly Ash Blocks), Fiber Cement Board and Panels and a wide range of plumbing solutions, including

CPVC, UPVC, Column Pipes, SWR and Pressure Pipes & Fittings ideal for household, industrial, and commercial applications; and Wall Care Putty.

(2) **Date of commencement of commercial production:** June 23, 1955

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable

(4) **Financial performance based on given indicators (on standalone basis) (₹ in Crore):**

Particulars	2024-25	2023-24	2022-23
Total income	2,342.33	2,266.76	2,187.73
Earnings Before Interest, Depreciation, Amortization & Tax	118.82	174.53	228.37
Profit Before Tax and Exceptional items	26.35	95.82	163.68
Profit after tax for the year	90.95	102.98	130.10
Basic Earnings Per Share (in ₹)	120.61	136.59	172.95

(5) **Foreign investments or collaborations, if any:**

The Company has below overseas subsidiaries/ Joint venture:

S. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
1	HIL International GmbH	Subsidiary (Wholly Owned Subsidiary)	Germany, 03.07.2018	Millenkamp 7-8, 48653 Coesfeld, Germany
2	Parador Holding GmbH	Step Down Subsidiary (WOS to HIL International GmbH)	Germany, 20.06.2016	Millenkamp 7-8, 48653 Coesfeld, Germany
3	Parador GmbH	Step Down Subsidiary (WOS to Parador Holding GmbH)	Germany, 21.09.2015	Millenkamp 7-8, 48653 Coesfeld, Germany
4	Parador Parkettwerke GmbH	Step Down Subsidiary (WOS to Parador GmbH)	Austria, 10.04.1998	Wiener Strasse 66, 7540 Güssing, Austria
5	Parador (Shanghai) Trading Co. Ltd.	Equity Joint venture (50%) of Parador GmbH and (50%) Horgus Oriental Glamour Co., Ltd	Republic of China, 08.08.2018	Room 1006, Floor 10, No 233 Taicang Road, Huangpu District, Shanghai Municipality, the People's Republic of China
6	Parador UK Limited	Step Down Subsidiary (WOS to Parador GmbH)	England and Wales, 13.07.2022	C/o Rodl & Partner Legal Ltd 170 Edmund Street Ground Floor, Birmingham, United Kingdom B3 2HB
7	Parador Inc.	Step Down Subsidiary (WOS to Parador GmbH)	United States of America 23.01.2025	1209 Orange Street, City of Wilmington, Country of New Castle, Zip Code 19801

II. Information about the appointee:

(1) Background details:

Mr. Akshat Seth (DIN: 10039820), aged 46 years, is a professional holding Bachelor's and Master's Degree in Chemical Engineering from Indian Institute of Technology (IIT), Delhi and Master of Business Administration (MBA) from Indian Institute of Management (IIM), Calcutta.

Akshat has over two decades of proven track record of scaling up and transforming businesses and building high performing teams. His sharp, strategic mindset and an

eye for operational excellence has helped him create and unlock value across multiple industry segments in India, Europe and the Middle east.

He joined CKA Birla Group in 2014 to lead the Office of Growth & Strategy driving strategy, M&A and new business development across all group companies. In this role, he worked closely with the business leadership teams for strategy formulation, performance tracking and driving special improvement projects. He has been instrumental in driving the growth plans for the Company, both organic and inorganic.

Mr. Akshat has been associated with CK Birla Healthcare Pvt. Ltd. as Vice Chairman and was instrumental in conceptualizing and scale up of the brand of CK Birla Hospitals and chain of fertility clinics – Birla Fertility & IVF as well to foray in Digital Health within the CK Birla Healthcare platform.

(2) Past remuneration (p.a.):

Mr. Akshat Seth was paid remuneration for the financial year 2024-25 as under:

- Basic salary & allowances of upto ₹ 546.57 lakh per annum.

In addition to the above, Mr. Akshat Seth was paid:

- i. Annual performance linked variable-pay of ₹ 1,75.79 lakh (Rupees One Crore Seventy Five lakh Seventy Nine Thousand Only) for the financial year 2024-25 subject to the performance of the Company and achievement of agreed targets as decided by the NRC/Board.
- ii. Nil payment made under the Long-term Cash Incentive Plan 2023 of the Company for the financial year 2024-25 as decided by the NRC/Board.
- iii. Provident fund including perquisites thereof and Gratuity as per Company Rules.
- iv. Chauffer driven Company maintained car.
- v. Medical Insurance and Personal Accidental Insurance Coverage under the Group Mediciam Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.
- vi. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company.
- vii. Reimbursement of Mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.

Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

(3) Recognition or awards:

The Company was awarded several prestigious awards including the following prominent awards earned during the financial year 2024-25:

▶ **Super Brand Award 2025**

“Charminar” and “Birla Aerocon” has been awarded the **Super Brands 2024-25** recognition in the category of Cement Roofing Sheets by the Super Brands Council. Superbrands is the world’s largest independent arbiter of branding, and this recognition pays tribute to the strongest and most valuable brands in the world through their publications. Achieving “Superbrands Status” strengthens a brand’s position, adds prestige, and sets it apart from competitors.

▶ **Brand of the Year by Realty+**

“Charminar” and “Birla Aerocon” received the **INEX** award in the Roofing & Ceiling Ideas category and in the Cement & Concrete category, respectively, from Realty+. The INEX awards program acknowledges brands that contribute to innovation, technology, and excellence in building materials, construction products, and systems that shape the future of the built environment.

Birla Aerocon received the **Harit Bharat** award in the Harit Bharat Construction Materials category from Realty+. This award recognizes organizations and individuals who are committed to sustainable initiatives and contribute to environmental stewardship through their products and services.

▶ **GreenPro Certification**

“Charminar Fortune”, “Birla HIL CPVC Pipes”, “Birla Aerocon Panels, Boards and AAC blocks” received the Green Pro certification in the Green Product category by CII - Green Products. This certification recognizes products that meet the stringent requirements of the Green Pro Eco label by the CII - Green Products & Services Council, confirming that these products are eco-friendly and sustainable.

▶ **Great Place to Work, 2024**

BirlaNu has been certified as a Great Place to Work for the sixth time in a row for the year 2024-25 with an outstanding trust index score of 94. The Company is ranked amongst:

- ▶ India's Best Companies to Work for 2024: **Ranked #12** in India
- ▶ Best Workplaces in Asia™ in 2024: **Ranked # 41** in Asia
- ▶ Best in industry: Cement & Building Materials, 2024
- ▶ Great Place To Work®, India; Re-certified from March 2024 to March 2025

- ▶ Top 25 | India's Best Workplaces™ in Manufacturing, 2024 & 2025
- ▶ Top 50 | Large India's Best Workplaces Building a culture of Innovation by All, 2024
- ▶ Top 50 | Large India's Best Workplaces for Millennials, 2024

(4) Job profile and suitability:

Please refer point no. 1 under the above heading "Information about the appointee".

(5) Proposed Remuneration: As detailed in resolution no. 5 of this notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

(₹ in crore)

Name of the Company	Everest Industries Limited		Ramco Industries Limited		Visaka Industries Limited	
	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25
Revenue	1,589	1,707	1,299	1,387	1,520	1,541
Profit Before tax	28	13	80	115	4	1
MD & CEO remuneration	3.61	4.18	4.04	2.45	2.01	2.06

Considering the turnover of the Company and the experience and responsibilities of Mr. Akshat Seth, the remuneration paid/payable to him is reasonable and in line with remuneration levels in industry.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Except the remuneration and perquisites as stated above, Mr. Akshat Seth has no direct or indirect pecuniary relationship with the Company or managerial personnel. Further, he does not hold any shares in the Company.

acquisition of Crestia Group, capex for capacity enhancement and working capital requirements. The said situation is prevailing in the market and there is a reasonable possibility that profits for the financial year 2025-26 may also be inadequate to meet the limits specified under Section 197 of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement:

- a) The Company is leveraging its expertise and experience and investing continuously to build strong momentum towards growth and expansion of its business. With the acquisition of Crestia Polytech Pvt. Ltd. and its group companies, the Company has further enhanced Company's brand strength in pipes & fittings business in several key markets.
- b) There have been continuous efforts to manage the cost and profitability through improved contribution margins driven by lower raw material and freight costs and sourcing excellence as well

III. Other information

(1) Reasons of loss or inadequate profits:

During the financial year 2024-25, the Company recorded a modest revenue growth of 3.5%; however, profit before tax declined by 72% compared to the previous year. This was primarily due to weak demand and soft pricing scenario in most product categories and volatility in resin prices. Furthermore, the interest cost escalated during the year owing to increase in borrowings for

as efficient management of working capital and inventory would help limit the negative impact of headwinds.

- c) The Company is employing various means to reduce the impact of rising costs through building long-term partnerships with its suppliers, reducing the risk of price fluctuations. The Company has mapped and developed its extensive vendor base to insulate itself from any geopolitical instability. The Company has built a global network of suppliers that allows diversification of supply sources and unhindered logistical movement of its inventory. Several other cost saving initiatives and operational improvements have been executed.
- d) During the year, the Company has migrated to SAP S4 HANA and also took significant steps towards a digital-led way of working and building a culture of excellence.

(3) Expected increase in productivity and profits in measurable terms:

The Government's increasing focus on modernising and further strengthening the country's infrastructure, is likely to have significant positive impact on the building materials sector as the construction activity gathers pace across segments. With the above initiatives and many more, it is expected that the profitability in the coming year is likely to improve.

IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. shall be made in the "Corporate Governance Report" forming part of the Board's Report for FY 2025-26.

Mr. Seth along with his relatives does not hold any shares in the Company nor has any relationship with any of the Directors or Key Managerial Personnel of the Company. Mr. Seth has been granted 36,603 stock options convertible into equivalent number of equity shares of the Company on or after July 17, 2024 to the extent of 14,641 stock options and remaining 21,962 stock options on or after April 1, 2025, as and when exercised by him in terms of the Employees Stock Option Scheme 2023. However, he has not exercised any stock options till the date of this Notice.

Mr. Seth is directly concerned and interested in this resolution, as it relates to his remuneration. Except Mr. Seth, no other Director or Key Managerial Personnel of the Company and their relatives are in any way, either financially or otherwise, concerned or interested in the proposed resolution.

The Board recommends the resolution set forth at Item no. 5 for the approval of the shareholders as a special resolution.

Item No. 6:

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rule 7 of the SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 the rationale of the variations has been provided below:

In line with the Company's ongoing commitment to fostering an inclusive, rewarding, and empowering workplace culture and with the objective of rewarding, attracting, motivating, and retaining talent while enabling employees to share in the wealth created for shareholders, the Company had introduced the HIL Limited Employee Stock Option Scheme 2019 ("Scheme"), with shareholder approval obtained on October 3, 2019. The Scheme was initially designed to recognize and reward employees who were already part of the Company at the time of its introduction and the eligibility under the Scheme was limited to employees who were on the Company's rolls as of August 1, 2019, and new employees who replaced existing ones in similar positions up to September 30, 2021.

Since its introduction, although the scheme provided for a pool of 1,50,000 employee stock options ("Options") exercisable into an equivalent number of equity shares of the Company, a substantial number of these Options i.e. 1,23,004 options, remain available either because they were never granted or have lapsed due to reasons such as that employee granted with options left the organization or non-exercise of granted/ vested options.

In view of the above and with the objective of extending the benefit of the Scheme to a wider pool of current and future employees, the Board of Directors of the Company at its meeting held on May 17, 2025 based on the recommendation of the Nomination and Remuneration cum Compensation Committee, approved the following proposed amendments to the Scheme, subject to the approval of the members:

1. **Amendment to the definition of 'Eligible Employee' under Clause 3.1.13** of the Scheme to expand its scope and enable the Committee to include, at its discretion, any employee (as defined under the SBEB Regulations) of the Company.

This amendment is aimed at broadening the pool of potential beneficiaries and enabling greater inclusion across levels and roles.

It is clarified that due to a high number of ungranted options under the Scheme pool, combined with a limited scope of such employees meeting the criteria of an 'Eligible Employee' under the Scheme – *that is only employees on the rolls of the Company as on August 1, 2019* and new employees who replaced existing ones in similar positions up to September 30, 2021, the Committee, in furtherance of the objective of extending the benefit of the Scheme to a wider pool of current and future employees, has suggested an amendment to the definition of an 'Eligible Employee' to enable the Committee to allow participation in the Scheme by any employees identified by them, without deference to their being or not being employed with the Company at the time of the initial introduction of the Scheme.

2. **Administrative and clarificatory changes to the Scheme, including:**

- a. Updating references to applicable laws and aligning the Scheme with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), which came into effect after the Scheme was originally adopted (in 2019), specifically (i) aligning definition of 'employee'; and (ii) aligning treatment of options held by retiring / superannuating employees, with the provisions / definitions of the 2021 SBEB Regulations.
- b. Replacing and standardizing references to the Company's updated legal name.

For the sake of clarity, it is hereby affirmed that the Scheme is in compliance with SBEB Regulations. Draft of the amended Scheme is made available on the website of the Company and can be accessed at <https://cms.birlanu.com/public/media/2025/06/25/inspection-documents-2024-25.pdf>

Accordingly, approval of the Members is being sought by way of special resolution on the matters set out in Item No. 6 of the Notice. The Company confirms that except for the aforesaid proposed variations, all other terms and conditions of Scheme, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the Scheme, shall remain unchanged and continue to be in force and that the proposed variations are

not in any manner prejudicial or detrimental to the interests of the employees as defined and entitled to participate under the Scheme (holding existing unexercised Options and being granted Options from time to time), and shall benefit from the aforesaid variations/amendments.

None of the Promoters, members of the Promoter Group, the Non-executive Directors and the Independent Directors of the Company or their relatives are interested, financially or otherwise, in the Special Resolution under Item No. 6. However, they may be deemed to be concerned or interested, to the extent of their shareholding, if any, in the Company.

The Managing Director & Chief Executive Officer and other Key Managerial Personnel of the Company are deemed to be concerned or interested, financially or otherwise, to the extent of Options granted/to be granted pursuant to the Scheme and to the extent of shareholding held by them or their relatives, if any, in the Company.

The Board recommends the Special Resolution set out in Item No. 6 in relation to amendments to the Scheme for approval of the Members.

Item No. 7:

As per the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at its meeting held on May 17, 2025, based on the recommendation of the Audit Committee, re-appointed M/s S.S. Zanwar & Associates, Cost Accountants in Practice (Firm Registration No. 100283), as Cost Auditors of the Company to conduct audit of its cost records for the financial year 2025-26, at a remuneration of ₹ 8 lakh (Rupees Eight Lakh only) plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, the consent of the members is sought by way of an ordinary resolution as set out at Item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the shareholders.

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of the Director	Mr. Desh Deepak Khetrapal
Director Identification Number (DIN)	02362633
Age	70 years
Qualification	Holds honours degree in Business & Economics and Master's degree in Business Administration in Marketing and Finance from Delhi University
Date of first appointment on the Board of the Company	October 28, 2013
Nature of expertise in specific functional area	<p>He is a seasoned executive with nearly 5 decades of experience, leading companies through transformation and growth. His leadership spans sectors including services, manufacturing, consumer and retail businesses. For more than a decade, Deepak has been an integral part of the CKA Birla Group, where he has played pivotal roles in driving strategic initiatives and nurturing growth opportunities. His previous roles include Managing Director & CEO of Orient Cement Limited, Vice Chairman & Managing Director of Orient Electric Limited, Group CEO of the Jumbo Group of Companies, and Whole-time Director & Group COO at Raymond Limited. He continues to exemplify visionary leadership and strategic acumen.</p> <p>He is an Independent Director on the Board of Mafatlal Industries Limited.</p>
Remuneration last drawn (Sitting fee and Commission for FY 2024-25)	₹ 12.50 lakh as sitting fee and ₹ 4.60 lakh as commission for FY25
Remuneration proposed to be paid	Directors are entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by them, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the financial year 2024-25	6 (Six) out of 7 (Seven) meetings
Directorships held in other Indian Public Limited Companies	Mafatlal Industries Limited
Memberships/ Chairmanships of Committees of Board of Indian Public Limited Companies in which he is a Director	<ol style="list-style-type: none"> 1. BirlaNu Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Corporate Social Responsibility Committee- Member c. Risk Management Committee- Member 2. Mafatlal Industries Limited <ol style="list-style-type: none"> a. Nomination & Remuneration Committee- Member b. Stakeholders Relationship Committee- Member c. Investment and Diversification Committee- Chairman
Listed entities from which he has resigned in the past three years	<ol style="list-style-type: none"> 1. Orient Electric Limited 2. Orient Cement Limited
Number of shares held in the Company including as a beneficial owner	Nil
Relationships between Directors inter-se or Manager and other Key Managerial Personnel of the Company	None