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 79th Annual General Meeting ("**AGM**") of **BirlaNu Limited** (hereinafter referred to as "**BirlaNu**" or "**the Company**") will be held on Thursday, August 6, 2026 at 3:00 p.m. 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, 2026, 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, 2026 including audited Balance Sheet as at March 31, 2026, 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 ₹ 15/- (150%) per equity share of ₹ 10/- each for the financial year ended March 31, 2026, 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, 2026, at the rate of ₹ 15/- (150%) per equity share of ₹ 10/- each, be and is hereby approved and declared."

Item No. 3: To re-appoint Ms. Amita Birla (DIN: 00837718), who retires by rotation and being eligible, offers herself for re-appointment and pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Ms. Amita Birla (DIN: 00837718), 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 herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business

Item No. 4: To approve the remuneration of Mr. Akshat Seth, Managing Director & Chief Executive Officer for the financial year 2026-27 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 ("NRC") and approval of the Board of Directors dated May 12, 2026, 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 2026-27 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 ₹ 652.37 lakh per annum

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

i. Annual performance linked variable pay of up to ₹ 303.84 lakh (Rupees Three Crore Three Lakh and Eighty Four 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. Long-term cash incentive of up to ₹ 335.32 lakh (Rupees Three Crore Thirty-five Lakh and Thirty-two Thousand Only) as per the Long-term Cash Incentive Plan 2025 of the Company payable up to 150% of the said amount subject to the performance of the Company and achievement of agreed targets decided by the NRC/Board.

iii. Provident Fund including perquisite thereof and Gratuity as per Company Rules.

iv. Chauffeur driven Company maintained car.

v. 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.

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.

viii. 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 2026-27, the aggregate salary, allowances, perquisites and other benefits, retirals, variable pay and long term cash incentive as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2026-27 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,] 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. 5: To consider and approve grant of long-term cash incentive to Ms. Avanti Birla, President-Strategy, a related party 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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder ("Act") specifically read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, and other applicable provisions, if any, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force, pursuant to the recommendation of the Nomination and Remuneration cum Compensation Committee, Audit Committee and the approval of the Board of Directors, consent of the shareholders of the Company be and is hereby accorded to grant Long Term Cash Incentive to Ms. Avanti Birla, President – Strategy, for an amount up to 150% of ₹ 2,14,72,121/- (Rupees two crore fourteen lakh seventy-two thousand one hundred twenty-one only) ("Award Amount") under the Long Term Cash Incentive Plan 2025 of the Company, effective from April 01, 2025. The said Award shall be payable in cash, in two tranches of 50% each of the Award Amount, at the end of the financial year ("FY") 2026-27 and FY 2027-28 subject to achievement of pre-determined targets at the end of respective years as outlined in the grant letter and/or as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the aforesaid Award Amount is in addition to the remuneration already approved by the shareholders of the Company at the Annual General Meeting of the Company held on July 31, 2023.

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, incidental to and desirable for the purpose of giving effect to this resolution."

Item No. 6: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2027 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 ₹ 9 lakh (Rupees Nine 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, 2027.

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

Nidhi Bisaria
Company Secretary
M. No. F5634

Place: New Delhi
Date: May 12, 2026

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. The Ministry of Corporate Affairs ("MCA"), vide its General Circular dated April 8, 2020, April 13, 2020, May 5, 2020 and other subsequent circulars in this regard, latest being General Circular No. 3/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars") permitted the companies to hold their AGM through VC or OAVM up to September 30, 2026 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.

3. Since the AGM will be held through VC/OAVM, pursuant to the MCA Circulars read with SEBI Listing Regulations, 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 read with SEBI Listing Regulations 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 79th 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 AGM. 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 Scrutiniser 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, Notice of the 79th AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository(ies)/Depository Participant/ Registrar and Share Transfer Agent (“RTA”) of the Company. Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations a letter providing a web-link of the Annual Report 2025-26 is being sent to those Members who have not registered their e-mail address with the Company/RTA/Depository(ies)/ Depository Participant. The Company shall send physical copy of the Annual Report for the financial year 2025-26 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 2025-26 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 79th AGM of the Company and Annual Report for FY 2025-26. Post successful registration of the email, the member would get soft copy of the Annual Report 2025-26 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 21, 2026 to the Members whose names appear on the Company's Register of Members/List of beneficial owners maintained by depositories as on the close of business hours on July 30, 2026 ("**Record Date**") and whose bank mandate are registered in the records of the Depository Participants/RTA.

   SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form) whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including postal address with PIN, 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/jan-2026/1767611333081.pdf.

   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. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026.

   ii) For shares held in electronic form: to their Depository Participants.

10. **Tax Deduction at Source on Dividend:** Pursuant to the provisions of Income Tax Act 2025, dividend distributed and paid by the Company is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct tax at source ("TDS") from dividend paid to the shareholders at the applicable rates.

   For Resident shareholders:-

   TDS shall be deducted @ 10% on the amount of Dividend paid by the Company during the Tax year 2026-27, provided PAN is provided by the shareholders.

   TDS would be deducted @ 20% as per Section 397(2) of the Income Tax Act 2025 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

   However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend received/to be received during the Tax year 2026-27 does not exceed ₹ 10,000.

   Resident individual shareholder:-

   - With valid and operative PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source.
   - Lower or no tax shall be deducted if lower deduction certificate/exemption certificate is obtained from the Income tax department.

   Resident Non Individuals:-

   - Self-declaration for tax exemption in their respective categories
   - Self-attested Copy of PAN Card
   - Registration certificate with its agencies.

   Non-resident shareholders 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 41 (electronically generated from Income tax website), any other document which may be required to avail the tax treaty benefits, else Non- resident shareholders would be liable for tax deduction at 20% (plus applicable surcharge and cess).

   Shareholders 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 30, 2026 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post July 30, 2026. 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 shareholders, there would still be an option available with the shareholders 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, shareholders may download the TDS certificate from the Income Tax Department's website https://eportal.incometax.gov.in (refer to Form 26AS). If any shareholder 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/claimed their dividend paid by the Company so far up to and during the financial year ended March 31, 2026, may immediately approach the Company/RTA for claiming such dividend amount. Information in respect of the unclaimed dividend up to March 31, 2026, is uploaded on the website of the Company, https://birlanu.com/.

Please note that the unpaid/unclaimed final dividend for the financial year 2018-19 shall become due to transfer to IEPF on August 27, 2026, 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 August 20, 2026, 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 pursuant to Regulation 40 (1) of the SEBI Listing Regulations read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, SEBI 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. 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/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN (linked with Aadhaar); Contact Details;

Postal Address with Pin code, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, as may be applicable, only through electronic mode with effect from April 01, 2024. Further, such security holder shall not be able to lodge grievance or avail any service request from the RTA, until the KYC details are updated. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid details, the Company has uploaded required forms – ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14, 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. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

16. Members who have any grievance/ complaints are requested to write to Company's RTA and if required they may escalate to the Company Secretary. If the member is not satisfied with the response a complaint can be lodged on SCORES – SEBI portal. Post exhausting the option to resolve their grievance with the RTA/ Company directly and/or through the SEBI 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 at https://birlanu.com/investor/general-information.

17. As per Regulation 40 of SEBI Listing Regulations, as amended vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2026 w.e.f. January 22, 2026 except registration of transfer of securities executed before April 01, 2019 and still held in physical form subject to such conditions as may be specified by the Board, 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. Further, with effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request for 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, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant.

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 viz. 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.

18. **Special window for re-lodgement of physical share transfer requests:** Members who have executed the transfer prior to April 1, 2019 but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

19. **Procedure for inspection of documents:** The register of Directors and Key Managerial Personnel and their shareholding, register of contracts or arrangements in which Directors are interested,

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.

20. **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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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, August 3, 2026, at 9:00 a.m. IST** and ends **on Wednesday, August 5, 2026 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 30, 2026 ("**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, Thursday, July 30, 2026. 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 cast 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 30, 2026.

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 79th 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:

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

In terms of SEBI master circular no.HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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:

<table>
<tr><th>Type of members</th><th>Login Method</th></tr>
<tr><td>Individual members holding securities in dematerialized mode with NSDL</td><td>
A. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

B. NSDL IDeAS facility
If you are already registered with IDeAS, follow the below steps:
1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile.
2. 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.
3. 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.
4. 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.
5. 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.
If you are not registered with IDeAS, follow the below steps:
1. Option to register is available at https://eservices.nsdl.com.
2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
3. Please follow steps given in points 1-5 above.

C. E-Voting website of NSDL:
1. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone.
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 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.
4. 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.

D. 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
App Store   Google Play
</td></tr>
</table>

Type of members	Login Method
Individual members holding securities in dematerialized mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website **www.cdslindia.com** and click on **login icon & New System Myeasi Tab** and then 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	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***

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.

v. After entering your password, tick on agree to "**Terms and Conditions**" by selecting on the check box.

vi. Now, you will have to click on "**Login**" button.

vii. 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 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.

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, Vice President-NSDL or Ms. Pallavi Mhatre, Deputy Vice-President - NSDL at evoting@nsdl.com or contact at NSDL, T-301, 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 January 30, 2026, 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 Ms. Pallavi Mhatre, Deputy Vice President-NSDL at evoting@nsdl.com or contact at NSDL, T-301, 3rd Floor, Naman Chambers, G Block, Plot No. C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

vi. Members seeking any information with regard to the accounts or any matter placed at the AGM, may send their questions to the Company from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@birlanu.com **latest by Thursday, July 23, 2026**. The same will be replied by the Company suitably.

vii. **Registration as Speaker at the AGM:** 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 between Tuesday, July 28, 2026 (9:00 a.m. IST) and Thursday, July 30, 2026 (5:00 p.m. IST). Those members who have pre-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.

viii. 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.

21. 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.

22. 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.

23. 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 79th 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.

24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Thursday, August 6, 2026.

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

Item No. 4

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 Sections 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 12, 2026, on the recommendation of NRC, approved the remuneration of Mr. Akshat Seth, Managing Director & CEO, for the financial year 2026-27 as per the details mentioned in resolution to item no. 4 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 2026-27, 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 2026-27 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

The Company operations are broadly classified into Roofs, Walls, Pipes & Construction Chemicals and Others. Roofs consists of manufacturing, selling and distribution of Fiber Cement Sheets, Colored Steel Sheets and Cement based Non-Asbestos Corrugated Sheets. Walls include Wet-Walling Solutions and Dry-Walling Solutions, comprising Fly Ash Blocks, Smart Fix, Smart Bond, Panels and Boards. Pipes & Construction Chemicals consists of UpVC, CpVC, SWR Pipes & Fittings and Wall Putty. It includes the trading of Construction Chemicals consisting of Ready-mix Plasters, Primers, Block Joining Mortars and Tile Adhesives. During the current year, through Composite Scheme of Merger of five Crestia group companies were amalgamated into BirlaNu Limited. These companies are engaged in the business of manufacturing and trading of various types of pipes and fittings, water storage injections, molding items etc., which are classified under Pipes & Construction Chemicals. Others include Material Handling and Processing related to plant and equipment and revenue generated through Wind Turbine Generators.

(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	2025-26	2024-25*	2023-24
Total income	2,511.44	2,424.15	2,266.76
Earnings Before Interest, Depreciation, Amortization & Tax	145.76	104.65	174.53
Profit Before Tax and Exceptional items	22.15	(17.33)	95.82
Profit/(Loss) after tax for the year	(14.05)	53.59	102.98
Basic Earnings Per Share (in ₹)	(18.63)	71.07	136.59

*Figures have been restated to give effect to the amalgamation of Crestia Polytech Private Limited, Aditya Poly Industries Private Limited, Aditya Polytechnic Private Limited, Prabhu Sainath Polymers Private Limited and Topline Industries Private Limited with BirlaNu Limited.

(5) Foreign investments or collaborations, if any:

The Company has below overseas subsidiaries/ Joint venture:

Sl. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
1	BirlaNu International GmbH	Wholly Owned Subsidiary (WOS)	Germany, 03.07.2018	Millenkamp 7-8, 48653 Coesfeld, Germany
2	Parador Holding GmbH	Step Down Subsidiary (WOS to BirlaNu 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 47 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 2025-26 as under:

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

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

i. Annual performance linked variable-pay of ₹ 229.93 lakh (Rupees Two Crore Twenty Nine Lakh and Ninety Three Thousand only) for the financial year 2025-26 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 and Long-term Cash Incentive Plan 2025 of the Company for the financial year 2025-26.

iii. Provident Fund including perquisite thereof and Gratuity as per Company Rules.

iv. Chauffeur driven Company maintained car.

v. 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.

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 2025-26:

- Super Brand Award 2026 Realty+ Iconic Brand Award for Charminar BirlaNu and BirlaNu Aerocon.
- Most Trusted Brands of India Marksmen Daily for BirlaNu Leakproof Pipes.
- ET Polymers: Best Plastics and Polymer Brands 2026 for BirlaNu Leakproof Pipe.
- BW Excel Awards 2026 Gold for rebranding campaign - "NU_ERA: Build Your New World With BirlaNu.

(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. 4 of this notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Having regard to the size and complexity of the Company's business and the role, responsibilities, skills, and experience of Mr. Akshat Seth, the proposed remuneration is commensurate with remuneration paid for similar roles, based on publicly available information.

(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.

III. Other information

(1) Reasons of loss or inadequate profits

During the financial year 2025–26, the Company recorded a modest revenue growth of 2% and profit before tax excluding exceptional items improved by 228% compared to the previous year. This was primarily due to volume growth across most product categories and cost optimisation measures. Furthermore, the interest cost remained same during the year despite marginal increase in borrowings for acquisition of Clean Coats and capex in BirlaNu for capacity enhancement. However, there remains a reasonable possibility that profits for the financial year 2026–27 may 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 Clean Coats Private Limited, the Company has further enhanced Company's brand strength in specialty coatings business.

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 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) In line with Company's broader digital ambition, it continues to expand the application of Artificial Intelligence and advanced analytics across operational processes. The Company also plans to extend AI adoption to enterprise-level procurement, intelligent supply chain optimisation, and smart decision-support systems, with a view to unlocking further value across the business.

(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 2026-27.

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. He has been granted 36,603 stock options under the HIL Employees Stock Option Scheme 2023, convertible into an equivalent number of equity shares, of which 14,641 options are exercisable on or after July 17, 2024 and the remaining 21,962 options on or after April 1, 2025, subject to the terms of the said scheme. Further, he has been granted 52,624 stock options under the BirlaNu Employees Stock Option Scheme, 2019, convertible into an equivalent number of equity shares, of which 21,050 options are exercisable on or after February 13, 2027 and the remaining 31,574 options on or after February 10, 2028, subject to the terms of the said scheme. As on the date of this Notice, he has not exercised any of the aforesaid stock options.

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. 4 for the approval of the shareholders as a special resolution.

Item No. 5

With an intent to attract, motivate and retain high-calibre talent at the senior management level, and to further incentivise the execution of the Company's long-term business plan while ensuring long-term retention of the leadership team in an intensely competitive environment, the Company has introduced a Long-Term Cash Incentive Plan 2025 ("LTCIP 2025"). The Plan aims to reward exceptional individual performance that is directly linked to the achievement of pre-determined revenue and profitability targets of the Company. The LTCIP 2025 is effective from April 1, 2025.

As part of the LTCIP 2025, the Nomination and Remuneration cum Compensation Committee ("NRC") and the Board have identified a select group of senior executives as eligible employees and granted long term incentive, payable in cash as well as by way of stock options to all such eligible employees, considering the specific facts and laws applicable in relation to each executive.

The Board of Directors at its meeting held on February 13, 2026, on the recommendation of the NRC and Audit Committee and subject to the approval of the shareholders of the Company, granted Long Term Cash Incentive of up to 150% of ₹ 2,14,72,121/- (Rupees Two crore fourteen lakh seventy-two thousand one hundred twenty-one only) ("Award Amount") to Ms. Avanti Birla, President - Strategy, effective from April 01, 2025, to be considered for payment in cash. The said Award shall be payable in cash, in two tranches of 50% each of the Award Amount, at the end of the financial year ("FY") 2026-27 and FY 2027-28 subject to achievement of pre-determined targets at the end of respective years as outlined in the grant letter and/or as may be decided by the Board of Directors.

Ms. Avanti Birla is the President – Strategy at the Company. She leads the Company's strategic agenda and enterprise-wide transformation initiatives, working closely with the Board and senior leadership to accelerate the Company's growth and building its future readiness. She plays a key role in driving strategic clarity, portfolio and capability shifts, and digital and technology-led transformation across the organisation.

During her tenure, the Company has undergone a strategic transformation, including its rebranding as BirlaNu and diversification of its building solutions business. This transformation has been supported by expansion of manufacturing and distribution capabilities, product innovation and premiumisation, and strengthened brand positioning.

The aforesaid Long-Term Cash Incentive is in addition to the annual remuneration payable to Ms. Avanti Birla, which was approved by the shareholders at the Annual General Meeting held on July 31, 2023.

Ms. Avanti Birla being a related party within the meaning of Section 2(76) of the Companies Act, 2013, occupies an office or place of profit in the Company and accordingly, pursuant to the provisions of Section 188(1)(f) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders of the Company is required for the grant of the Award and for the payment of the Award Amount. The information as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

a. Name of the Related Party: Ms. Avanti Birla.

b. Name of Director or Key Managerial Personnel who is related: Mr. CK Birla, Chairman and Non-executive Director and Ms. Amita Birla, Non-executive Director of the Company.

c. Nature of Relationship: Ms. Avanti Birla is daughter of Mr. CK Birla and Ms. Amita Birla.

d. Nature, material terms, monetary value and particular of contract and arrangement: As detailed above and in the resolution no. 5, Ms. Avanti Birla does not hold any shares of the Company.

e. Any other important/relevant information: None

Except Mr. CK Birla and Ms. Amita Birla, being relative of Ms. Avanti Birla, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any manner, concerned or interested, whether financially or otherwise, in the passing of this resolution.

The Board recommends the resolution set forth at Item no. 5, for the approval of the shareholders as an ordinary resolution.

Item No. 6

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 12, 2026, 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 2026-27, at a remuneration of ₹ 9 lakh (Rupees Nine 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 for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

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 recommends the resolution set forth at Item no. 6 for the approval of the shareholders as an ordinary resolution.

Details of Director(s) 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	Ms. Amita Birla
Director Identification Number (DIN)	00837718
Age	69 years
Qualification	GCE-A Level
Date of first appointment on the Board of the Company	April 1, 2024
Nature of expertise in specific functional area	Expertise in management and operation of diverse nature of business.
Remuneration last drawn (Sitting fee and Commission for FY 2025-26)	₹ 4.00 lakh as sitting fee and ₹ 2.25 lakh as commission for FY26.
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 2025-26	4 (four) out of 5 (five) meetings
Directorships held in other Indian Public Limited Companies	a. Birlasoft Limited- Non-executive- Non-independent Chairman b. Neosym Industry Limited-Non-executive Director
Memberships/ Chairmanships of Committees of Board of Indian Public Limited Companies in which she is a Director	a. Birlasoft Limited ▸ Nomination and Remuneration Committee – Member ▸ Corporate Social Responsibility Committee- Chairman b. BirlaNu Limited ▸ Corporate Social Responsibility Committee - Chairman
Listed entities from which she has resigned in the past three years	1. Orient Cement Limited 2. National Engineering Industries 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 of the other directors are related to Ms. Amita Birla, except Mr. CK Birla, a non-executive Director of the Company, who is the spouse of Ms. Amita Birla.