BirlaNu Limited

Inspection documents for 79th AGM

August 6, 2026

INDEX

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BIRLANU LIMITED AT ITS MEETING HELD ON TUESDAY, MAY 12, 2026, AT 2:20 PM IST AT 10TH FLOOR, BIRLA TOWER, BARAKHAMBA ROAD, NEW DELHI - 110001

Audited standalone and consolidated financial statements for the financial year ended March 31, 2026 along with the draft Report of the Statutory Auditors

"**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 prepared in accordance with Indian Accounting Standards (IND AS) comprising of the draft Balance Sheet as at March 31, 2026, draft Profit and Loss account for the financial year ended on that date together with the Schedules, Notes on Accounts and Cash Flow Statement and the Auditors' Report thereon, as placed before the Board and as reviewed and recommended by the Audit Committee, be and are hereby considered and approved.

RESOLVED FURTHER THAT the draft audited Standalone and Consolidated Financial Statements of the Company be signed by Mr. CK Birla, Chairman, Mr. Akshat Seth, Managing Director & CEO, Mr. Ajay Kapadia, Chief Financial Officer and Ms. Nidhi Bisaria, Company Secretary of the Company in authentication thereof and thereafter be forwarded to the Statutory Auditors of the Company for their report thereon.

RESOLVED FURTHER THAT Mr. Akshat Seth, Managing Director & CEO and Mr. Ajay Kapadia, Chief Financial Officer be and are hereby authorized to sign and issue the management representation letters(s) to the Statutory Auditors on the audited standalone and consolidated financial statements of the Company."

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For BirlaNu Limited
(Formerly HIL Limited)

Nidhi Bisaria
Company Secretary

BirlaNu Limited New Delhi

PIPES CONSTRUCTION CHEMICALS PUTTY ROOFS WALLS FLOORS

BirlaNu Limited (formerly HIL Limited)
Corporate Office: BirlaNu Limited, 6th Floor, Birla Tower, 25 Barakhamba Rd, New Delhi - 110001
Registered Office: Office No. 1 & 2, L7 Floor, SLN Terminus, Sy. No. 133,
Near Botanical Gardens, Gachibowli, Hyderabad - 500032, Telangana, India.
CIN: L74999TG1955PLC000656 +91 40 6824 9000 customercare@birlanu.com www.birlanu.com

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Board's Report and annexures thereof along with the Director's Responsibility Statement, Management Discussion and Analysis Report, Corporate Governance Report and the Business Responsibility and Sustainability Report for the financial year ended March 31, 2026

"**RESOLVED THAT** pursuant to Section 134 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors' Report and its Annexures, Management Discussion and Analysis Report, Report on Corporate Governance and Business Responsibility and Sustainability Report for the financial year ended March 31, 2026, as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Akshat Seth, Managing Director & CEO be and is hereby authorized to finalize the Board's report along with the annexures thereto and be circulated to all the members of the Board for their perusal.

RESOLVED FURTHER THAT pursuant to provisions of Section 134(6) and other applicable provisions of the Companies Act, 2013 Mr. CK Birla, Chairman of the Board be and is hereby authorized to sign the Directors' Report, its annexures, Management Discussion and Analysis Report and Corporate Governance Report for and on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Akshat Seth, Managing Director & CEO of the Company be and is hereby authorised to sign the Business Responsibility and Sustainability Report of the Company.

RESOLVED FURTHER THAT Board's Report and statements duly signed in accordance with the foregoing resolution be attached to the annual financial statements of the Company for the financial year 2025-26 to be laid before the shareholders at its ensuing Annual General Meeting."

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For BirlaNu Limited
(Formerly HIL Limited)

Nidhi

BirlaNu Limited New Delhi

Nidhi Bisaria
Company Secretary

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Recommendation of final dividend for the financial year ended March 31, 2026

"**RESOLVED THAT** in terms of Section 123 and any other applicable provisions under the Companies Act, 2013 read with rules framed thereunder, and subject to the approval of shareholders, a final dividend @ 150% of the face value, i.e., ₹ 15/- per equity share of the Company of the face value of Rs 10/- each be paid out of profits of the Company for the financial year 2025-26 and the same be paid to all the members whose name appears in the register of members as on Record date, as may be fixed.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to severally authorize Mr. Akshat Seth, Managing Director & CEO, Mr. Ajay Kapadia, Chief Financial Officer and Ms. Nidhi Bisaria, Company Secretary of the Company to finalize the record date for ascertaining the eligible members/shareholders entitled for payment of final dividend for the financial year 2025-26 and communicate such record date to the Stock Exchanges and to do all such acts and deeds as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the said payment of dividend to the shareholders whose name appears in register of members as on the Record Date as fixed, be paid after deduction of applicable tax (TDS) as per the provisions of the Income Tax Act, 1961."

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For BirlaNu Limited
(Formerly HIL Limited)

Nidhi Bisaria
Company Secretary

BirlaNu Limited New Delhi

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Re-appointment of Ms. Amita Birla as Non-Executive Director of the Company, liable to retire by rotation at the ensuing Annual General Meeting

"**RESOLVED THAT** Ms. Amita Birla (DIN: 00837718), Director retiring at the 79th Annual General Meeting of the Company by rotation and being eligible for re-appointment subject to the approval of the shareholders, be and is hereby recommended to be re-appointed as a Director of the Company under the provisions of Section 152 of the Companies Act, 2013."

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For BirlaNu Limited
(Formerly HIL Limited)

Nidhi Bisaria
Company Secretary

BirlaNu Limited New Delhi

Amita Birla

" SUNDARAM"

24, Dr. A.P.J. Abdul Kalam road

New Delhi – 110 011

May 1 , 2026

The Board of Directors

BirlaNu Limited

6th Floor, Birla Tower,

25 Barakhamba Road

New Delhi-110001

I Amita Birla, Non-executive Director of BirlaNu Limited ("Company"), retiring by rotation at the forthcoming 79th Annual General Meeting of the Company, and being eligible, hereby offer myself for re-appointment as a Non-Executive Director of the Company pursuant to the provisions of Section 152 of the Companies Act, 2013.

Thanking you,

AMITA BIRLA

Digitally signed by AMITA BIRLA
DN: c=IN, o=Personal, title=8904, pseudonym=1333786484820611O3kZkA36cH551M0k, 2.5.4.20=eecb80faa7dedd920b75e688ab729202f007d551e98fe3f63a8512a9965a94e7, postalCode=110011, st=Delhi, serialNumber=22624bce0d56d0985bfd82127fecd740e3b5d4238dcc25f64c99402cd8554517, cn=AMITA BIRLA
Date: 2026.05.01 11:26:44 +05'30'

Amita Birla

DIN: 00837718

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To approve the remuneration payable to Managing Director & CEO of the Company for the financial year 2026-27

"**RESOLVED THAT** pursuant to the provisions of Section 178, 197 and other applicable provisions if any, read with the provisions of Schedule V of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the resolution dated April 4, 2023, passed by the shareholders of the Company and the provisions of Nomination, Remuneration & Evaluation Policy of the Company, based on the recommendation of the Nomination and Remuneration cum Compensation Committee and subject to necessary approvals of shareholders/ regulatory authorities as may be required in this regard, the Board of Directors hereby approves an increment of 11% in the remuneration payable to Mr. Akshat Seth, Managing Director & CEO of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT consequent to aforesaid increase in remuneration, subject to the approval of shareholders, the Board hereby approves the following compensation comprising of basic salary and allowances, perquisites and variable and long-term cash incentives, be paid to Mr. Akshat Seth, Managing Director & CEO for FY2026-27:

Basic Salary and Allowances: ₹ 652.37 lakh

In addition to the above, Mr. Akshat Seth will be 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 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.

BirlaNu Limited
New Delhi

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 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 remuneration of Mr. Akshat Seth, as Managing Director & CEO specified above, subject to overall ceiling as specified above and subject to compliance of Schedule V of the Companies Act, 2013, may be modified during the tenure of office as Managing Director, as may be agreed to by the Board of Directors and Mr. Akshat Seth, Managing Director & CEO."

//Certified True Copy//

For BirlaNu Limited
(Formerly HIL Limited)

Nidhi Bisaria
Company Secretary

BirlaNu Limited New Delhi

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Revision in remuneration of Ms. Avanti Birla, President – Strategy of the Company for the financial year 2026-27

"**RESOLVED THAT** based on the recommendation of Nomination and Remuneration cum Compensation Committee and Audit Committee and pursuant to the provisions of Section 177, 188 and other applicable provisions if any, of the Companies Act, 2013 read with Rules made thereunder and the approval of shareholders in the Annual General Meeting held on July 29, 2022, consent of the Board be and is hereby accorded for revision in remuneration paid/ to be paid to Ms. Avanti Birla, President – Strategy of the Company, a related party of the Company, from ₹ 223.67 lakh per annum to ₹ 248.27 lakh per annum for the financial year 2026-27 and that all other terms and conditions of her appointment remain same as applicable as per the policies of the Company to the grade of her appointment."

//Certified True Copy//

For BirlaNu Limited
(Formerly HIL Limited)

Nidhi

Nidhi Bisaria
Company Secretary

BirlaNu Limited
New Delhi

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Re-appointment of Cost Auditor for FY2026-27 and fix their remuneration

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the rules there under and as recommended by the Audit Committee, the Board hereby approves the re-appointment of M/s. S.S. Zanwar & Associates, Cost Accountants in practice, (Registration No. 100283) as the Cost Auditors of the Company to conduct the Cost Audit of the records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT subject to the approval of members at the ensuing Annual General Meeting, a remuneration of ₹ 9 lakh (Rupees Nineht Lakhs only) plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses, shall be payable to M/s. S. S. Zanwar & Associates, Cost Auditors of the Company.

RESOLVED FURTHER THAT Mr. Akshat Seth, Managing Director & CEO, Mr. Ajay Kapadia, Chief Financial Officer and Ms. Nidhi Bisaria, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection therewith including filing of the requisite e-form to the Central Government or ROC and comply with all other formalities in this regard."

//Certified True Copy//

For BirlaNu Limited
(Formerly HIL Limited)

Nidhi Bisaria
Company Secretary

BirlaNu Limited New Delhi

email : sszcost@gmail.com
Phone : +91-40-23202976, 9849166382

S. S. Zanwar & Associates
Cost Accountants

Date: 7th April 2026

To,
The Board of Directors of –
BirlaNu Limited
Office No. 1 & 2, Level 7,
SLN Terminus, Gachibowli,
Hyderabad – 500 032

Dear Sir,

Sub: **Cost Audit of Your Company for the year ending 31st March 2027 reg.**

This has reference to our proposal to re-appointment as Cost Auditor for the audit of Cost Accounts maintained by your Company for the financial year ending on 31st March 2027. We shall be happy to accept the appointment as Cost Auditor of the Company, if so, made by the Board of Directors of the Company, on recommendation by the Audit Committee of the Board.

We would like to inform you that we do not suffer from any disqualifications as specified inter-alia under Section 141 of the Companies Act, 2013 ("the Act") read with Sections 148 of the Act. We further confirm that the appointment, if made, will be within the limits prescribed under Section 141(3)(g) read with Section 148 of the Act.

We would also like to inform you that I am the Proprietor of the firm is holding Certificate of Practice issued by the Institute of Cost Accountants of India and are in whole time practice. Our Permanent Account Number **(PAN)** is **AACPZ7754L** & **Sole Proprietor Firm's Registration No. is 100283.**

We further certify that we are an independent firm of Cost Accountants and are at arm's length relationship with the company.

Further, we confirm that there are no orders or proceedings which are pending against our firm relating to professional matters of conduct before the Institute of Cost Accountants of India or any competent authority or any court.

Thanking you,
Yours faithfully,

For S.S. Zanwar & Associates
Cost Accountants
Registration No. 100283.

Sandeep Zanwar

Proprietor
(Sandeep Shriballabh Zanwar)
Membership No. 20371

Office No. 802, 8th Floor, Raghav Ratna Tower, Chirag Ali Lane, Abids, Hyderabad – 500 001

email : sszcost@gmail.com
Phone : +91-40-23202976, 9849166382

S. S. Zanwar & Associates
Cost Accountants

Date: 7th April 2026

To,
The Board of Directors of –
BirlaNu Limited
Office No. 1 & 2, Level 7,
SLN Terminus, Gachibowli,
Hyderabad – 500 032

Dear Sir,

Sub: **Cost Audit of Your Company for the year ending 31st March 2027 reg.**

We are prepared to take up the Audit of Cost Accounting Records maintained by your Company for the financial year ending on 31st March 2027.

The proposed remuneration for this assignment will be Rs. 9,00,000/- (Rupees Nine lakhs only) plus out-of-pocket expenses and taxes as applicable.

Always assuring you our best services.

Thanking you,

Yours faithfully,

For S.S. Zanwar & Associates
Cost Accountants
Registration No. 100283.

Sandeep Zanwar

Proprietor
(Sandeep Shriballabh Zanwar)
Membership No. 20371