



## KRN Heat Exchanger and Refrigeration Limited

CIN: L29309RJ2017PLC058905, **Registered office:** Plot No. F-46,47,48,49, EPIP, RIICO Industrial Area  
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### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (the “EGM”) of the members of KRN Heat Exchanger and Refrigeration Limited (the “Company”) will be held on Wednesday, the 15<sup>th</sup> day of April, 2026 at 03:00 P.M. through video conference and other audio-visual means (“VC”) to transact the following businesses:

#### SPECIAL BUSINESSES:

#### 1. **Re-appointment of Mr. Santosh Kumar Yadav (DIN: 07789940) as Chairman and Managing Director of the Company**

To consider and if thought fit, to pass, the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, and subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Santosh Kumar Yadav (DIN: 07789940) as Chairman and Managing Director of the Company for a period of five years with effect from 9<sup>th</sup> May, 2026 at following remuneration as minimum remuneration:

- (a) Fixed pay: ₹ 7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per month (with such component as may be agreed and decided by the Board) and
- (b) Other benefits of employment as per Company’s rules viz. company-maintained car with driver, mobile expense reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents.

**RESOLVED FURTHER THAT** the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mr. Santosh Kumar Yadav including payment of remuneration, in such manner as may be agreed to between the Board and Mr. Santosh Kumar Yadav subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder including any amendment, modification, variation or re-enactment thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”

## 2. Re-appointment of Mrs. Anju Devi (DIN: 06858442) as Whole-Time Director of the Company

To consider and if thought fit, to pass, the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, and subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the relevant regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Anju Devi (DIN: 06858442) as Whole-Time Director of the Company for a period of 5 years with effect from 9<sup>th</sup> May, 2026 at following remuneration as minimum remuneration:

- a) Fixed pay: ₹ 5,00,000/- (Rupees Five Lakh only) per month (with such component as may be agreed and decided by the Board) and
- b) Other benefits of employment as per Company’s rules viz. company-maintained car with driver, mobile expense reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents.

**RESOLVED FURTHER THAT** the Board of Directors of the Company may at any time alter terms and conditions of appointment of Mrs. Anju Devi including payment of remuneration, in such manner as may be agreed to between the Board and Mrs. Anju Devi subject always to and in compliance with all applicable provisions of the Companies Act, 2013 and rules made thereunder including any amendment, modification, variation or re-enactment thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”

## 3. To Approve KRN Employee Stock Option Plan 2026 (“ESOP Plan”)

To consider and if thought fit, to pass, the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed, and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and any other applicable laws for the time being in force, and subject to such other consents, permissions, sanctions/approvals and conditions which may be agreed by the board of directors of the Company (hereinafter referred to as **“the Board”**) which term shall be deemed to include the Nomination and Remuneration Committee of Board (hereinafter referred to as the **“NRC”**), the consent of members, be and is hereby accorded to introduce and implement **“KRN Employee Stock Option Plan 2026 (“ESOP Plan”)** the salient features of which are detailed in the explanatory statement to this notice and to

create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company, its Subsidiaries and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “Employee(s)” under the ESOP Plan), such number of stock options convertible into Equity Shares of the Company (“Options”), in one or more tranches, not exceeding 6,00,000 (Six lakhs only) equity shares of face value of Rs. 10/- each, at such price and on such terms and conditions as may be fixed or determined by the Compensation Committee in accordance with the provision of the ESOP Plan and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP Plan by way of issue of fresh equity shares of the Company and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any, additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP Plan and the exercise price of Options granted under the ESOP Plan shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs.10 (Rupee Ten Only) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the ESOP Plan.

**RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time to time under the Act, SEBI ESOP Regulations and any other applicable laws and Regulations to the extent relevant and applicable to the ESOP Plan.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board is authorised to formulate, evolve, decide upon and implement the ESOP Plan, determine the detailed terms and conditions of the aforementioned ESOP Plan including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ESOP Plan and as the Board may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee (NRC) be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI ESOP Regulations for the purposes of administration of the ESOP Plan.

**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP Plan as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP Plan from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Board to reissue options that may have lapsed or cancelled or surrendered under the ESOP Plan in such manner as the Board may decide in its absolute discretion and in the best interest of the employees and of the Company.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP Plan on the Stock Exchanges, in accordance with the provisions of the SEBI ESOP Regulations, the Listing Regulations (as amended from time to time) and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP Plan at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**4. To approve grant of ESOP to the employees of the subsidiary companies etc. under KRN Employee Stock Option Plan 2026 ("the ESOP Plan")**

To consider and if thought fit, to pass, the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) of the Act for the time being in force, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Listing Agreements entered into with the Stock Exchanges where the securities of the Company are listed, and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions/ approvals and conditions which may be agreed by the board of directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include the Nomination and Remuneration Committee of Board (hereinafter referred to as the "NRC"), the consent of the members of the Company be and is hereby accorded to extend the benefits of KRN Employee Stock Option Plan 2026 ("ESOP Plan"), including the grant of Employee Stock Options ("Options") and allotment of Equity Shares ("Shares") thereunder, to or for the benefit of Employees and Directors of Group Company(ies) including Subsidiary Company(ies) and/or Associate Company(ies), in India or Outside India of the Company as may be permitted under the applicable laws from time to time and on such terms and conditions and in such manner as the Board of Directors may decide in its absolute discretion in accordance with terms of the ESOP Plan.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation, implementation and extension of the ESOP Plan as aforesaid."

**5. Issuance of equity shares to investors by way of a qualified institutions placement for raising of funds**

To consider and if thought fit, to pass, the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited where the equity shares of face value of ₹ 10 each of the Company are listed ("**Stock Exchanges**", and such equity shares the "**Equity Shares**"), and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines promulgated or issued from time to time by the Ministry of Finance, Ministry of Corporate

Affairs (“MCA”), Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Registrar of Companies, Rajasthan at Jaipur (“RoC”), the Government of India (“GOI”) and such other governmental/ statutory/regulatory authorities in India or abroad, and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/ statutory/regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company, to create, offer, issue, and allot such number of Equity Shares, through qualified institutions placement (“QIP”), to such investors that may be permitted to invest in such issuance of Equity Shares, including eligible qualified institutional buyers (“QIBs”) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company (collectively called the “Investors”), for an aggregate amount of up to ₹ 500 Crore (Rupees Five Hundred Crore Only) (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the preliminary placement document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board, in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto (“Issue”).

**RESOLVED FURTHER THAT**, there would be no change in control pursuant to the said Issue of Equity Shares and the Equity Shares will be offered and issued to such investors who are eligible to acquire such Equity Share in accordance with the applicable laws, rules, regulations and guidelines.

**RESOLVED FURTHER THAT** in the event the Issue is undertaken by way of a QIP, following provisions of the SEBI ICDR Regulations shall apply:

- (i) the same shall be undertaken in accordance with the SEBI ICDR Regulations;
- (ii) the allotment of Equity Shares shall only be made to QIBs as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations;
- (iii) the allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- (iv) the “**relevant date**” for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP as provided under Regulation 171(b) of the SEBI ICDR Regulations;
- (v) no single allottee shall be allotted more than 50% of the QIP size and a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (vi) the Equity Shares shall be allotted in dematerialised form and on fully paid up basis;
- (vii) the Equity Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (viii) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at the meeting of the Shareholders;

- (ix) Equity Shares issued under the QIP shall rank pari-passu with existing Equity Shares in all respects, including entitlement to dividend;
- (x) a SEBI-registered credit rating agency shall monitor the use of proceeds and submit quarterly reports in the format specified under Schedule XI of SEBI ICDR Regulations until full utilisation;
- (xi) no allotment shall be made to any promoter or person related to promoter under SEBI ICDR Regulations; and
- (xii) the Equity Shares to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“**Floor Price**”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Equity Shares and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Equity Shares that are not subscribed.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution, the Equity Shares to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank *pari-passu* in all respects including dividend with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the issue and allotment of Equity Shares, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment(s) thereof as may be applicable but within the overall limits as set forth thereunder.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or as may be necessary in accordance with the terms of the Issue.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, consent of the members of the Company be and is hereby accorded to the Board, and the Board, be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the Equity Shares are to be issued, determination of the number of Equity Shares, tranches, issue price, finalisation and approval of placement document, preliminary or final, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Equity Shares, if any, redemption, allotment of Equity Shares, listing of Equity Shares at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), the placement document placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to

time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Stock Exchanges, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised to that end and intend that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board, and the Board, be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, escrow bank, monitoring agency, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

**RESOLVED FURTHER THAT** subject to applicable law, the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

By order of the Board of Directors

Sd/-  
Jitendra Kumar Sharma  
Company Secretary & Compliance officer  
M.No. A65048

Date: 13<sup>th</sup> March, 2026  
Place: Neemrana

**KRN Heat Exchanger and Refrigeration Limited**

**Registered Office:** Plot No. F-46,47,48,49, EPIP,  
RIICO Industrial Area Neemrana,  
Alwar, Rajasthan, India, 301705  
Website: [www.krnheatexchanger.com](http://www.krnheatexchanger.com);  
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Phone: +91 9257025440

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the special businesses are annexed hereto and forms part of the Notice.
2. Pursuant to the General Circular No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”) companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the MCA Circular, the EGM of the Company is being held through VC and the proceedings of the EGM shall be deemed to be conducted at the registered office of the Company.
3. **A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote at the EGM instead of himself/herself, and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the MCA Circular through VC, the facility for appointment of proxies by the members shall not be available. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.**
4. Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and Secretarial Standards on General Meetings (“SS – 2”) issued by the Institute of Company Secretaries of India in respect of re-appointment of directors is provided hereinafter and forms part of the Notice.
5. Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
6. All documents referred to in the Notice of the EGM are open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon from the date of circulation of the Notice up to the date of the EGM. Such documents will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the date of the EGM. Members seeking to inspect such documents can send an e-mail to [investors@krnheatexchanger.com](mailto:investors@krnheatexchanger.com).
7. Members may note that the VC/ OAVM facility provided by National Securities Depository Limited (NSDL), allows participation of 1000 members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoter, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of first come-first-served principle as per the EGM Circulars. Members of the Company under the category of institutional investors are encouraged to attend and vote at the EGM through VC.
8. Pursuant to the provisions of Section 108 of the Act and rules made thereunder and Regulation 44 of the SEBI Listing Regulations read with the Circulars and Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by the Securities and Exchange Board of India (“SEBI”), the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the EGM and a facility for those members participating in the EGM, to cast vote through e-voting system during the EGM. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> April, 2026.
9. The Board of Directors appointed Mr. Deepak Arora, Partner, Deepak Arora & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days of conclusion of the EGM, submit a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of voting forthwith.

10. Members may join the EGM through VC/ OAVM facility, by following the procedure as mentioned in the notice and the facility for participation shall be kept open for the members at least 15 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the EGM.
11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-Voting system during the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency and NSDL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/ OAVM facility and for e-Voting during the EGM.
13. In terms of the MCA Circulars, the Notice convening the EGM will be available on the website of the Company at [www.krnheatexchanger.com](http://www.krnheatexchanger.com), BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. In compliance with ‘MCA Circulars’ and ‘SEBI Circulars’, Notice of EGM is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes. Further a Letter is being sent to shareholders providing a web link for accessing the Notice of EGM at their registered address to those shareholders whose email addresses had not registered with the Company / Depositories. Members may note that the Notice will also be available on the Company’s website at [www.krnheatexchanger.com](http://www.krnheatexchanger.com) and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members can attend and participate in the EGM through VC/ OAVM facility only.
15. Members who would like to express their views/ask questions during the meeting, may register themselves as a speaker and/or send their questions at least 7 days in advance i.e. on or before 3.00 P.M. on Wednesday, the April 8, 2026, by mentioning their name, demat account number, email id, mobile number at email: [investors@krnheatexchanger.com](mailto:investors@krnheatexchanger.com) to enable the Company to reply suitably during the EGM. The Chairman will endeavor to respond to the same at the EGM. Queries received after this time and date may not be responded to at the EGM. Further, the Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and All the documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members are requested to write to the Company at [investors@krnheatexchanger.com](mailto:investors@krnheatexchanger.com) for an inspection of said documents. Further abovementioned documents will be available electronically for inspection by the Members during the EGM.

17. Members holding shares in dematerialised form:
- may contact their Depository Participant(s) for recording nomination in respect of their shares.
  - are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.
18. Members holding the shares in physical form:
- are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
  - In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
19. Since the EGM will be held through VC/ OAVM, the facility to appoint proxy to attend and cast vote for the Members is not available for the EGM. Therefore, the route map, proxy form and attendance slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and cast their votes through e-voting. Institutional/ Corporate Shareholders are required to send a scanned copy of their Board or Governing Body Resolution/ Authorization, etc., authorizing its representative to attend the EGM through VC/ OAVM on their behalf and to vote through remote e-Voting/ e-Voting. The said resolution/ authorization shall be sent to Scrutinizer by email at [cs@csdeepakarora.com](mailto:cs@csdeepakarora.com) and to NSDL by email at [evoting@nsdl.com](mailto:evoting@nsdl.com) and to the Company at [investors@krnheatexchanger.com](mailto:investors@krnheatexchanger.com).

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

The remote e-voting period begins on Sunday, the April 12, 2026 at 9:00 A.M. and ends on Tuesday, the April 14, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Wednesday, April 8, 2026, 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 said cut-off date.

The Members, whose names appear in the Register of Members/ list of Beneficial Owners as of the Cut-off Date, are entitled to vote on the resolutions set forth in the Notice. A person who is not a member as of the Cut-off Date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member of the Company after the Company dispatch the Notice and holds shares as on the Cut-off Date date may cast their vote.

Members who have cast their votes by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC/ OAVM, but they shall not be entitled to cast their vote again. However, Members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the EGM.

In the case of joint holders attending the EGM, only such joint holders who are higher in the order of names will be entitled to vote at the EGM.

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

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

##### Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below :
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - (a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@csdeepakarora.com](mailto:cs@csdeepakarora.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

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

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@krnheatexchanger.com](mailto:investors@krnheatexchanger.com). The same will be replied by the company suitably.

#### Other instructions:

1. The Board of Directors appointed **Mr. Deepak Arora**, Partner, Deepak Arora & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall, immediately after conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days of conclusion of the EGM, submit a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of voting forthwith.
3. The resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results shall be declared within two working days of conclusion of the EGM of the Company. The results along with Scrutiniser’s Report shall be placed on the website of the Company at [www.krnheatexchanger.com](http://www.krnheatexchanger.com) and NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) and will simultaneously be submitted to the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice:

**Item No. 1**

The Board of Directors of the Company at its meeting held on 13th March, 2026 and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in General Meeting has approved the re-appointment of Mr. Santosh Kumar Yadav as Chairman and Managing Director of the Company for a period of 5 years with effect from 9<sup>th</sup> May, 2026 at following remuneration as minimum remuneration:

- (a) Fixed pay: ₹ 7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per month (with such component as may be agreed and decided by the Board) and
- (b) Other benefits of employment as per Company's rules viz. company-maintained car with driver, mobile expense reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents.

The directors recommend the resolution for your approval.

Except Mr. Santosh Kumar Yadav, Mr. Manohar Lal and Mrs. Anju Devi, none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

Mr. Santosh Kumar Yadav fulfils all the conditions given under Section 196 and Schedule V of the Act to be eligible for his appointment. He is neither disqualified under Section 164 of the Act nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

A written memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Mr. Yadav is available for inspection without any fee by the members at the Company's registered office on working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon.

**Item No. 2**

The Board of Directors of the Company at its meeting held on 13th March, 2026 and on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members in General Meeting has approved the re-appointment of Mrs. Anju Devi as Whole-time Director of the Company for a period of 5 years with effect from 9<sup>th</sup> May, 2026 at following remuneration as minimum remuneration:

- a) Fixed pay: ₹ 5,00,000/- (Rupees Five Lakh only) per month (with such component as may be agreed and decided by the Board) and
- b) Other benefits of employment as per Company's rules viz. company-maintained car with driver, mobile expense reimbursement, provident fund, gratuity, personal accident insurance, medical insurance for self and dependents.

The directors recommend the resolution for your approval.

Except Mrs. Anju Devi, Mr. Manohar Lal and Mr. Santosh Kumar Yadav none of the directors and key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the said resolution.

Mrs. Anju Devi fulfils all the conditions given under Section 196 and Schedule V of the Act to be eligible for her appointment. She is neither disqualified under Section 164 of the Act nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

A written memorandum under Section 190 of the Companies Act, 2013 setting out the terms of appointment of Mrs. Anju Devi is available for inspection without any fee by the members at the Company's registered office on working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon.

### Item No. 3 and 4

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organisational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the employees (including directors) of the Company and its subsidiary or holding companies, in the growth of the Company and also to attract new talents, to retain the key resources in the organisation and for the benefit of the present and future employees of the Company and its subsidiary or holding companies.

With this objective in mind, your Company intends to implement the KRN Employee Stock Option Plan 2026 (“**KRN ESOP Plan**” or the “**ESOP Plan**”) aforesaid employees. The Company seeks members' approval in respect of KRN ESOP Plan and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (the “**SEBI SBEB Regulations**”).

The Company views ESOP Plan as a long-term incentive tool that would assist in aligning employees' interest with that of the shareholders and enable the employees not only to become co-owners, but also to create wealth out of such ownership in future. The initiative is being introduced to link the employee's performance in the Company along with other initiatives which would contribute to improve the performance of the Company. Accordingly, the Compensation Committee formulated the detailed terms and conditions of the ESOP Plan, which were duly approved by the Board of Directors at its meeting held on 12<sup>th</sup> January, 2026, subject to approval of the Members.

In terms of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 'SEBI ESOP Regulations', the Company seeks your approval for implementation of the ESOP Plan and grant of Options thereunder to the eligible employees of the Company and/or group company(ies) including subsidiary company(ies) and/ or associate company(ies) as the Compensation Committee may decide under the ESOP Plan.

The salient features of the ESOP Plan are as below:

- 1. Brief description of the ESOP Plan:** The ESOP Plan contemplates grant of Stock Options to the eligible employees of the Company and/or group company(ies) including subsidiary company(ies) and/ or associate company(ies). After vesting of the Stock Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the ESOP Plan.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of ESOP Plan. All questions of interpretation of the ESOP Plan shall be determined by the Compensation Committee, and such determination shall be final and binding upon all persons having an interest in the ESOP Plan.

- 2. Total number of Options to be granted:** The total number of Options to be granted under the ESOP Plan shall not exceed 6,00,000 in one or more tranches, to such eligible employees as may be determined by the Compensation Committee in accordance with terms of the ESOP Plan, that would entitle the Option Grantees (in aggregate) to subscribe up to 6,00,000 fully paid-up equity shares with face value of ₹ 10 each.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure etc. additional Stock Options of the Company are to be issued to the Employees for the

purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the ESOP Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

- 3. Identification of classes of employees entitled to participate in the ESOP Plan:** Subject to determination or selection by the Compensation Committee, the following classes of employees/directors are eligible being:
- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
  - (ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.
  - (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including Subsidiary or its Associate Company, in India or outside India, or of a holding company of the Company but excludes:
    - a) an employee who is a promoter or belongs to the promoter group; and
    - b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company.
- 4. Requirements of vesting and period of vesting:** All the Options granted on any date shall vest not earlier than minimum vesting period of 1 (one) year from the date of grant of Options. The vesting dates and relative percentages shall be determined by the Committee and may vary from employee to employee or any class thereof.
- Vesting of Options would be subject to continued employment with the Company or group company(ies) including subsidiary company(ies) and/or its associate company(ies), as the case may be. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest.
- 5. Maximum period (subject to regulation 18(1) and 24(1) of SEBI SBEB Regulations, as the case may be) within which the options shall be vested:** The maximum Vesting Period of five years from the date of Grant.
- 6. Exercise price or pricing formula:** The exercise price of any Option granted under the ESOP Plan shall be the price for exercise of Options as determined by the Compensation Committee and communicated to the eligible employee vide the letter of grant. The exercise price for any grant shall not be less than 50% of the closing share price as on the grant date. Once granted, the exercise price of the options may be varied by the Compensation Committee to account for any rights issues, mergers, stock splits, bonus issue or share consolidations etc.
- 7. Exercise period and the process of exercise:** Vested options can be exercised by the in-service employees anytime within 3 (three) years from the date of vesting during the exercise window opened by Compensation Committee, failing which the vested options shall automatically lapse. During this period, the Vested Options may be exercised by the Option Grantee at one time or at various points of time, in line with such procedures as may be determined by the Committee from time to time.

In the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be as per the ESOP Plan.

Vested Option(s) shall be exercisable by Employees (or by legal heir / nominee in case of death) by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Compensation Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Employees or by legal heir / nominee, as the case may be. The Options shall lapse if not exercised within the specified exercise period.

- 8. Appraisal process for determining the eligibility of employees under the ESOP Plan:** The appraisal process for determining the eligibility of the Employees will be based on combination of parameters such as individual

performance, criticality of role, future potential, etc., more particularly the high potential talent who are critical for the business expansion and have a high potential for growth.

9. **Maximum number of Options to be issued per employee and in aggregate:** The maximum number of Options under the ESOP Plan shall not exceed 6,00,000 Options which are convertible into 6,00,000 equity shares of ₹ 10 each.
10. **Maximum quantum of benefits to be provided per employee under the ESOP Plan:** The maximum quantum of benefits that will be provided to any eligible employee under the ESOP Plan will be the difference between the market value of Company's shares on the stock exchanges as on the date of exercise of Options and the exercise price and tax amount (as may be applicable) paid by the employee. Apart from grant of Options as stated above, no other benefits are contemplated under the ESOP Plan.
11. **Route of the ESOP Plan implementation:** The ESOP Plan shall be implemented and administered directly by the Compensation Committee. The Company may change the mode of implementation of the ESOP Plan subject to the condition that a fresh approval of the members by a special resolution is obtained prior to implementing such a change and that such a change is not prejudicial to the interests of the Option Grantees.
12. **Source of acquisition of shares under the ESOP Plan:** The ESOP Plan contemplates issue of fresh shares by the Company.
13. **Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:** Not applicable since this is currently not contemplated under the ESOP Plan.
14. **Maximum percentage of secondary acquisition:** Not applicable since this is currently not contemplated under the ESOP Plan.
15. **Accounting and Disclosure Policies:** The Company shall follow the IND AS 102 on share-based payments and/or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB Regulations. In case, the existing guidance notes, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.
16. **Method of Option valuation:** The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.
17. **Declaration:** In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.
18. **Lock-in period:** Equity Shares allotted upon the exercise of Options granted under this ESOP Plan shall be subject to a lock-in period of one (1) year, or such other period as may be determined by the Compensation Committee and as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.
19. **Terms and conditions for buyback, if any, of specified securities/ Options covered granted under the ESOP Plan:** Subject to the provisions of the then prevailing applicable laws, the Compensation Committee shall determine the procedure for buy-back of Options granted under the ESOP Plan if the same is undertaken at any time by the Company.

Consent of the members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP Plan is available for inspection at the Registered Office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon upto the date of the EGM.

Your Directors recommend the resolution for your approval.

None of the director and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution, except to the extent of their shareholding.

#### Item No. 5

The Board of Directors of the Company, at its meeting held on 13th March, 2026, approved a proposal to raise funds for an aggregate amount of up to ₹ 500 Crore (Rupees Five Hundred Crore Only) (inclusive of such discount or premium to market price or prices permitted under applicable law) through an issuance of Equity Shares by way of a qualified institutions placement (“QIP”) in accordance with Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”).

Section 62(1)(c) of the Companies Act, 2013 (the “Act”) provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations. Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after receipt of prior approval of its members by way of a special resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act read with applicable provisions of the SEBI ICDR Regulations, as amended for issuance of the Equity Shares.

The resolution proposed is an enabling resolution and the detailed terms and conditions for the offer (including number of Equity Shares to be issued, identification of investors, price, quantum and timing of the issue) of fund raising through QIP will be determined by the Board in consultation with the lead managers, advisors, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors. The same will be in accordance with the terms approved by the members in the proposed resolution.

The price of equity shares shall be determined in accordance with the pricing formula prescribed under the SEBI ICDR Regulations and QIP shall be undertaken in terms of the SEBI ICDR Regulations as follows:

- (i) the same shall be undertaken in accordance with the SEBI ICDR Regulations;
- (ii) the allotment of Equity Shares shall only be made to QIBs as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations;
- (iii) the allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- (iv) the “**relevant date**” for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP as provided under Regulation 171(b) of the SEBI ICDR Regulations;
- (v) no single allottee shall be allotted more than 50% of the QIP size and a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (vi) the Equity Shares shall be allotted in dematerialised form and on fully paid up basis;
- (vii) the Equity Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

- (viii) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at the meeting of the Shareholders;
- (ix) Equity Shares issued under the QIP shall rank pari-passu with existing Equity Shares in all respects, including entitlement to dividend;
- (x) a SEBI-registered credit rating agency shall monitor the use of proceeds and submit quarterly reports in the format specified under Schedule XI of SEBI ICDR Regulations until full utilisation;
- (xi) no allotment shall be made to any promoter or person related to promoter under SEBI ICDR Regulations; and
- (xii) the Equity Shares to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (xiii) the Board or any Committee authorized by the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;

### **Objects of the Issue**

The Company proposes raising capital of up to Rs. 500 Crore only (Rupees Five Hundred Crore only), in one or more tranches, by way of issuance of Equity Shares, as may be decided by the Board or a duly constituted committee thereof, in accordance with applicable laws and regulatory frameworks. The funds raised through this issuance will be utilized to support a range of objectives, including but not limited to the Company's future growth and expansion. The Company shall utilise the proceeds from the Issue (after adjustment of expenses related to the Issue) ("**Net Proceeds**") at various stages, towards one or more, or a combination of the following:

1. Funding the capital expenditure requirements of existing and/or any new manufacturing facility of the Company and/or Subsidiaries; **and/or**
  2. Funding the working capital requirements of the Company and/or Subsidiaries; **and/or**
  3. Repayment/prepayment of indebtedness of the Company and/or subsidiary; **and/or**
  4. Augmenting long term cash resources and/or to fund the organic or inorganic growth opportunities, in the area of its operations and adjacencies of the Company and/or Subsidiaries; **and/or**
  5. General Corporate Purposes of the Company and/or Subsidiaries (collectively referred to as "**Objects**")
- (a) The purpose for which fund is proposed to be raised shall be disclosed under the separate heading "Objects of the Issue and Use of Proceeds".
  - (b) Each object of the issue, for which funds are proposed to be raised shall be stated clearly and same shall not be open ended/ vague.
  - (c) The amount of funds proposed to be utilised against each of the object shall be stated clearly. In case, it is difficult to quantify the exact amount of fund to be used, a broad range of amount may be provided but the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of issue size. Further, while giving broad range, the reason for providing the same shall be specified.
  - (d) Total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the placement document/ notice to shareholders and same cannot be added to General Corporate Purposes (GCP).
  - (e) The tentative timeline for utilisation of issue proceeds for each of the object shall be clearly stated. Till such time the issue proceeds are fully utilised, the issuer shall also disclose the mode in which such funds will be kept.
  - (f) The fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue or QIP, under the current issue.

Pending utilization of the proceeds from the Issue, the Company shall invest in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or temporarily invest the funds in such creditworthy instruments, in government securities, debt mutual funds and deposits with banks and highly rated financial institutions, as may be decided by the Company.

The details for deployment of funds will be specifically mentioned in the preliminary placement document and the placement document in terms of applicable circulars of BSE and NSE, in this regard.

The aforementioned objects are dependent on a variety of factors such as timing of completion of the Issue, budgets, financial, market and sectoral conditions, business performance and strategy, competition, market conditions and other

external factors etc., which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Board and the management opine that a QIP allows the Company to raise substantial capital in an expedient manner, optimize pricing based on market conditions, and maintain flexibility in structuring of the Issue to align with strategic objectives, which further drives growth and expand operations, without being constrained by shareholder participation while also safeguarding shareholder value and supporting long-term growth. Further, considering commercial, regulatory, and strategic factors, the Board has proposed to raise funds through a QIP.

The equity shares issued pursuant to the QIP shall be listed on the Stock Exchanges, subject to necessary approvals. All required disclosures shall be made to the Stock Exchanges in accordance with the SEBI LODR Regulations.

The directors recommend the resolution for your approval.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

None of the Promoters, member of promoter group, Directors. KMP or Senior Management intend to subscribe to the proposed issue.

**Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India in respect of re-appointment of director:**

<b>Name</b>	<b>Mr. Santosh Kumar Yadav</b>	<b>Mrs. Anju Devi</b>
DIN	07789940	06858442
Date of Birth/ Age	17-11-1980/45 Years	14-04-1982/43 Years
Date of first Appointment on the Board of the Company	25th August, 2017	25th August, 2017
Qualification	Diploma in Business Management and Diploma in Mechanical Engineering	Secondary Education
Brief resume and experience	He is the Promoter, Chairman and Managing Director of Company. He has more than 20 years of experience in the business of manufacturing heat exchangers and refrigeration units. In his capacity as a Chairman and Managing Director, he mentors, guides and provides perspective to the Board and Management of the Company for strategic planning and enriching the brand for long run. He has been appointed as a Director on the Board of the Company since incorporation.	She is the Promoter, whole-time Director of the Company. She has an experience in the Managing Human Resource Functions and playing a key role in the operations and growth of the Company. She has been appointed as a Director on the Board of the Company Since incorporation.
No. of Board meetings attended during the year	9 out of 9 till 13 <sup>th</sup> March, 2026	6 out of 9 till 13 <sup>th</sup> March, 2026
Relationship with directors and Key Managerial Personnel	He is brother of Mr. Manohar Lal, Non-Executive Director and husband of Mrs. Anju Devi, whole-time Director of the Company.	She is Spouse of Mr. Santosh Kumar Yadav, Chairman and Managing Director and Sister-in-law of Mr. Manohar Lal, Non-Executive Director of the Company.
Directorship in other companies	1. KRN HVAC Products Private Limited 2. KRNCoids Private Limited	1. KRN HVAC Products Private Limited 2. KRNCoids Private Limited
Chairperson/Member of the Committee of the Board of Directors of the Company	Chairman – Risk Management Committee, Corporate Social Responsibility Committee and Banking and Finance Committee	Member - Risk Management Committee and Chairperson-Operating Committee
Chairperson/Member of the Committee of other companies in which he/she is a Director	Nil	Nil
Shareholding in the Company	2,02,99,950 Equity Shares	2,37,00,000 Equity Shares
Remuneration to be paid	Rs. 7,50,000 Per Month	Rs. 5,00,000 Per Month
Remuneration last drawn	Rs. 7,50,000 Per Month	Rs. 5,00,000 Per Month
Terms and conditions of appointment along with details of remuneration sought to be paid	He is being re-appointed as the Chairman and Managing Director for a term of 5 years w.e.f. 9 <sup>th</sup> May, 2026	She is being re-appointed as the Chairman and Managing Director for a term of 5 years w.e.f. 9 <sup>th</sup> May, 2026
Information as required pursuant to circular no. LISR/COMP/14/2018-19 dated June, 2018 w. r.t Enforcement of SEBI Orders Regarding appointment of Directors by listed companies	He is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.	She is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.
Names of Listed Entities from which the person has resigned in the past three years	Nil	Nil