

BURLINGTON FINANCE LIMITED

16, Netaji Subhas Road, 4th Floor, Kolkata – 700 001
Phone : (033) 2231 4532, E-Mail : burlingtonfinance.kol@gmail.com
CIN : L67120WB1981PLC033904, Website : www.burlingtonfinanceLtd.com

ANNUAL REPORT (2025-2026)

Notice

(Pursuant to Section 101 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that the **44th Annual General Meeting** of the Members of **Burlington Finance Limited** will be held on **Thursday, 30-July-2026 at 3.00 p.m. at the Registered Office of the Company at 16, Netaji Subhas Road, 4th Floor, Kolkata -700 001** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the **Audited Standalone Financial Statements** of the Company for the **financial year ended March 31, 2026** together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statement of the Company for the quarter and financial year ended **31st March, 2026** and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. Appointment of a Director, liable to retire by rotation

To appoint a **director in place of Mr. Birendra Pandey [DIN: 00014087]**, who retires by rotation and being eligible offers himself for re-appointment and in this regard pass the following resolution as ordinary resolution

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, **Mr. Birendra Pandey (DIN: 00014087)** who retires by rotation at this meeting be and is hereby appointed a director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

3. Approval of appointment of Secretarial Auditor Mrs. Khusboo Jain for a term of 5 financial year commencing from **2025-2026 to 2029-2030**

"RESOLVED THAT pursuant to provision of section 204 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, **Mrs. Khusboo Jain, Practicing**

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Company Secretary, in whole time practice appointed as secretarial auditor at the board meeting held on 28/05/2026 for conducting secretarial audit of 5 financial years commencing from 2025-26 to 2029-2030 be and is hereby approved subject to ratification of shareholders

Registered Office:
16, Netaji Subhas Road,
4th Floor, Kolkata-700001

Date: 29/06/2026



By Order of the Board
Rajnikant Singh

Rajnikant Singh

**Company Secretary
Membership No. 58071**

Notes:

1. A member entitled to attend and vote at the **44th Annual General Meeting ("AGM")** is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.

In terms of Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of not exceeding fifty members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the paid-up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

2. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf in the AGM.
3. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR Code, IFSC

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Code, etc., to their DPs in case the shares are held by them in electronic form and to Registrar & Share Transfer Agent (RTA) of the Company **M/s. MCS Share transfer Agent Ltd.** In case the shares are held by them in physical form

4. Members who have not registered their email address are also requested to send their email address to DPs in case the shares are held in electronic form and to Company's Registrars and Transfer Agents, **M/s. MCS Share Transfer Agent Limited** in case the shares are held in physical form.
5. In case of joint holders, the member whose name appear as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
6. Members who are wish to obtain information on the Company's Account for the financial year ended **31st March, 2026** may visit the Company's registered office or send their queries at least 10 days in advance before the AGM to the Company.
7. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of the Company secretaries of the India (ICSI), **in respect of the Directors seeking appointment/re-appointment at the AGM is provided in Explanatory Statement.**
8. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM Venue is annexed and forms part of this Notice.
9. SEBI vide its earlier circulars have made the PAN as the sole identification number for all participants transacting in the securities marker, irrespective of the amount of the transaction. Members are requested to submit their PAN details to their respective DP in case of holding in dematerialized or to link MCS Share Transfer Agent Limited in case of holdings in physical form, mentions the correct folio number.
10. Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members are informed that they may nominate at any time, in prescribed manner, a person to whom there shares in the company

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shall vest in the unfortunate event of their death. Members holding shares in physical mode should file their nomination with the Company or the **M/s. MCS Share transfer Agent Limited**, the Registrar and Share Transfer Agent (RTS) of the Company, at their address given in the Annual Report, whilst those Members holding shares in demat/electronic mode should file their nomination with their Depository Participants (DPs)

11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through **e-Voting services provided by M/s. MCS Share Transfer Agent Limited** on all the resolutions set forth in the Notice.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday 27th July, 2026 to Wednesday 29th July, 2026** (both days inclusive) for determining the members of the Company for the purpose of holding **44th Annual General Meeting** of the Company on **Thursday, 30th July, 2026**
13. The Equity Shares of the Company are listed at **The Calcutta Stock Exchange Limited**
14. Pursuant to the provisions of **Section 123 of the Companies Act, 2013**, dividend remaining unclaimed/ unpaid for a period of seven years is required to be transferred to the Investor Education and Protection Fund of the Central Government (Fund). Accordingly, all unclaimed/ unpaid dividends on expiry of a period of seven years are transferred to the said Fund.
15. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection by the members of the company without payment of fees at the Registered Office of the Company **at 16, Netaji Subhas Road, 4th floor, Kolkata-700001** during normal business hours prior to the date of the meeting **between 10:00 a.m. to 12:00 Noon** and will also be available for inspection at the **Annual General Meeting**. In this regard to view/download the **Notice of 44th AGM** and to view /download the Annual report for **Financial Year 2025-2026 please visit our website: burlingtonfinanceltd.com**

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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 cskhusbooain@gmail.com with a copy marked to 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 to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 days of the conclusion of the AGM, 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 result of the

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voting forthwith

Other information:

- 1.** Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- 2.** It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of www.evoting.nsdl.com or contact NSDL on 022 - 4886 7000 or email at evoting@nsdl.com

Registered Office:
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Date: 29/06/2026



By Order of the Board

Rajnikant Singh

Rajnikant Singh.

**Company Secretary
Membership No. 58071**

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The Instructions for Members for Remote E-Voting are as Under:

The remote e-voting period begins on **Monday, 27th July, 2026 at:09.00 A.M.** and ends on **Wednesday, 29th July, 2026 at:05.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Thursday, 23rd July 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 cut-off date, being **Thursday, 23rd July 2026**.

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	Access to NSDL e-Voting system
1	
A)	<u>Login method for e-Voting for Individual shareholders holding securities in demat mode</u>
	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:
	Individual Shareholders holding securities in demat mode with NSDL.
	Login Method
1.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login.

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		After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
	2.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteens digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4.	Shareholders/Members can also download NSDL Mobile App " NSDL Speede " facility by scanning the QR code mentioned below for seamless voting experience.

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	NSDL Mobile App is available on  App Store  Google Play  
	Individual Shareholders holding securities in demat mode with CDSL
	Login Method
	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
	2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
	Individual Shareholders (holding securities in demat mode) login through their depository participants

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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.	
Important note:	
Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.	
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
B. Login Method for e-Voting 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.

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	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. <i>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.</i>								
	4.	Your User ID details are given below:								
		<table><tr><th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th><th>Your User ID is:</th></tr><tr><td>a) For Members who hold shares in demat account with NSDL.</td><td>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*****.</td></tr><tr><td>b) For Members who hold shares in demat account with CDSL.</td><td>16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.</td></tr><tr><td>c) For Members holding shares in Physical Form.</td><td>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***.</td></tr></table>	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***.
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	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'?								

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		(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 digits 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 " <u>Forgot User Details/Password?</u> "(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
	b)		<u>Physical User Reset Password?</u> " (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
	c)		If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
	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	<u>Cast your vote electronically on NSDL e-Voting system.</u>		
	<u>How to cast your vote electronically on NSDL e-Voting system?</u>		
	1.		After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and

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		whose voting cycle is in active status.
	2.	Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
	3.	Now you are ready for e-Voting as the Voting page opens.
	4.	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
	5.	Upon confirmation, the message "Vote cast successfully" will be displayed.
	6.	You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
	7.	Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
		General Guidelines for 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 cskhusboo@jain@gmail.com with a copy marked to 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 to reset the password.
	3.	In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Subhasish Sengupta (Name of NSDL Official) at evoting@nsdl.com

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	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 burlingtonfinance.kol@gmail.com (Company email id).
	2.	In case shares are held in demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16 digits 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 burlingtonfinance.kol@gmail.com (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. <u>Login method for e-Voting for Individual shareholders holding securities in demat mode.</u>
	3.	Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
	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	

BURLINGTON FINANCE LIMITED

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Phone : (033) 2231 4532, E-Mail : burlingtonfinance.kol@gmail.com
CIN : L67120WB1981PLC033904, Website : www.burlingtonfinanceltd.com

PROXY FORM (MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
Email ID	
Regd. Folio No/Client ID	

I/We, being the member(s) of _____ Shares of the above mention Company, hereby appoint

1.	Name	
	Address	
	Email	
	Signature	

Or failing

2.	Name	
	Address	
	Email	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company to be held on Thursday,30,Jul,2026 at 3.00 p.m. at 16, Netaji Subhas Road, 4th Floor, Kolkata -700 001 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:		For	Against
1.	Adoption of Audited Standalone Financial Statement of the Company for the quarter and financial year ended March 31, 2026 and the Report of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Birendra Pandey [DIN: 00014087] as a director who retires by rotation		
Special Business:			
3.	To appoint Mrs. Khusboo Jain as Secretarial Auditor of the Company for term of 5 financial years commencing from 2025-2026 to 2029-2030		
4.	To appoint Mrs. Khusboo Jain as Scrutinized for the E-Voting		

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	& Physical Voting process for the 44th Annual General Meeting of the Company to be held on Thursday, 30th July, 2026		
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Signed this	Affix Revenue Stamp of ₹.1
Signature of the Shareholder	
Signature of the Proxy Holder(s)	

Note

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated 16, Netaji Subhas Road, 4th Floor, Kolkata -700 001 not less than 48 hours before the commencement of the Meeting

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ATTENDANCE SLIP

44th Annual General Meeting of the Company will be held as per Schedule Below:

Date & Time	Thursday,30,July,2026 at 3.00 p.m.
Place	16, Netaji Subhas Road, 4th Floor, Kolkata -700 001

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company

Registered Folio No.	
No. Of Shares	

Name(s) and address of the member in full

I/We hereby record my/our presence at the 44th Annual General Meeting of the Company being held Thursday,30,July,2026 on 3.00 p.m. at 16, Netaji Subhas Road, 4th Floor, Kolkata -700 001 India

Please (✓) in the Box

☐	Member	☐	Proxy
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Signature of Member/Proxy

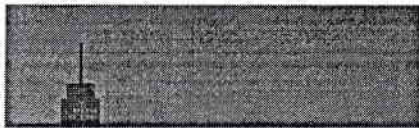
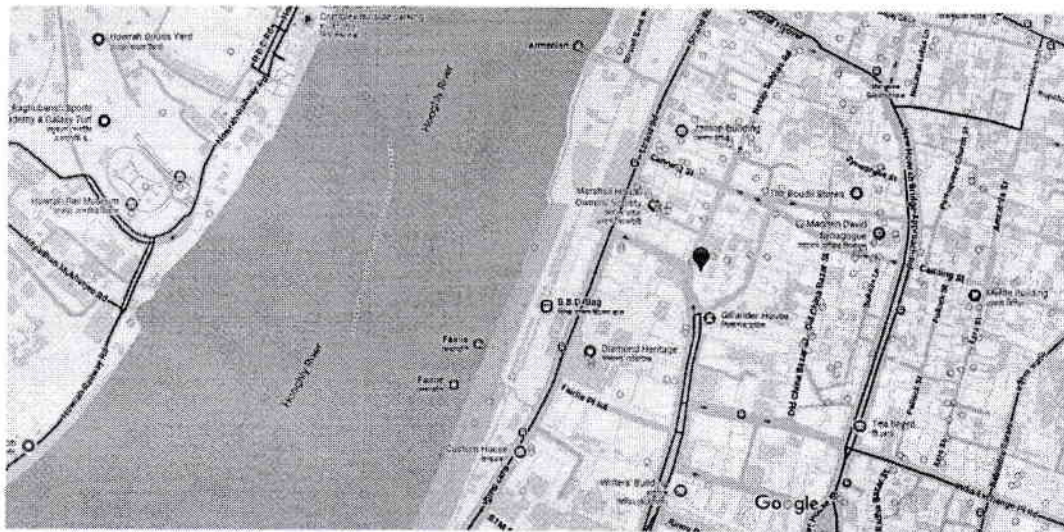
Note:

1. Share Holder(s) present in person or through proxy shall only be entertained.

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15, Netaji Subhas Rd - Google Maps

16, Netaji Subhas Rd



<https://www.google.com/maps/place/16,+Netaji+Subhas+Rd,+Murgighata,+B.B.D.,+Bagh,+Kolkata,+West+Bengal+700001/@22.5772275,88.3485006,17z/data=!3m1!1e4!3m5!1s0x3a0277bb449733a9:0x16089cc...> 1/3

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EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE DATED 29TH JUNE, 2026:

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

Item No. 3

Pursuant to the provisions of Section 204 of the Act, read with the relevant rules including the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and other specified class of companies, are required to annex with its Board's report made in terms of Section 134(3) of the Act, a report on secretarial audit given by a company secretary in practice.

Further, Regulation 24A of the SEBI Listing Regulations, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.

The aforementioned regulation apart from listing down the eligibility criteria for appointment of the secretarial auditor, further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of 5 (five) consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of 5 (five) consecutive years and such an appointment/re-appointment is required to be approved by the members of the company at its annual general meeting, basis recommendation of the board of directors.

It further stipulates that any association of the individual or the firm as the secretarial auditor of the listed entity before **March 31, 2026** is not required to be considered for the purpose of calculating the tenure of the secretarial auditor.

In view of the aforesaid, basis recommendation of the Audit Committee and the Board of Directors the appointment of Mrs. Khusboo Jain, a Practicing Company Secretary (Membership No.25628) as the secretarial auditor, for a period of 5 (five) consecutive financial years i.e.; from FY2025-26 to FY2029-30, to undertake secretarial audit and issue the necessary secretarial audit report for the aforesaid period.

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Mrs. Khusboo Jain, a Company Secretary in Practice, her core work areas are Company Law Matters, SEBI Matters (Listing, Delisting of shares of the Companies, LODR Regulations etc.) Inspection and Investigation matters of ROC, Incorporation of Companies and LLPs, Revival of Struck off Companies from NCLT etc.

Mrs. Khusboo Jain is a peer reviewed and quality reviewed in terms of the guidelines issued by the Institute of Company Secretaries of India.

Mrs. Khusboo Jain, meets the eligibility criteria as enumerated under Regulation 24A (1A) of the Listing Regulations.

Mrs. Khusboo Jain, have given her consent to act as the Secretarial Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, SEBI Listing Regulations and guidelines issued by the Institute of Company Secretaries of India.

The proposed remuneration to be paid to Mrs. Khusboo Jain., for FY26 is 5000/- (excluding applicable taxes and other out of pocket expenses). The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor.

In view of the aforesaid, the Board recommends the ordinary resolution set forth in Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned/interested, financially or otherwise, in the said resolution.

Registered Office:
16, Netaji Subhas Road,
4th Floor, Kolkata-700001

Date: 29/06/2026



By Order of the Board

Rajnikant Singh

Rajnikant Singh.

**Company Secretary
Membership No. 58071**

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Annexure

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to the director seeking re- appointment at the forthcoming Annual General Meeting (Refer item no. 2 of the Notice)

Name of Director	Mr. Birendra Pandey
DIN	00014087
Designation	Whole Time Director
Date of Initial Appointment	17/12/2007
Date of Birth	02/01/1970
Qualification	BCOM
Experience /Brief profile/Nature of Experience Expertise in specific functional area	He is an eminent professional having experience in the field on Finance and Corporate Law
Directorship Held in other Indian Public Listed Companies (Excluding foreign Companies)	Apex Enterprises (India) Limited
Membership/Chairmanship of Committees of other Indian Public Companies:	Apex Enterprises (India) Limited Member: 1. Audit Committee 2. Nomination and Remuneration Committee
Listed entities from which the Director has resigned in the past three years	NA
In case of independent director, the skills and capabilities required for the role and manner in which the proposed person meets such requirements.	N.A.
Number of shares held in the Company as on 31 March, 2026	Nil
Directors' inter-se Relationship	None