



PURSUIT WITH EXCELLENCE
(As ISO : 9001-2008 Certified Company)
CIN-L45201PB2002PLC025257

Date: 04-09-2025

To, The General Manager, Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 Scrip Code: 544223 ISIN: INE0AG901020	To, Manager-Listing Compliance, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Symbol: CEIGALL ISIN: INE0AG901020
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Dear Sir/Madam,

Subject: Notice convening the 23rd Annual General Meeting (“AGM”) for FY 2024-25

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice along with Explanatory Statements of the 23rd Annual General Meeting of the Company to be held on Monday, September 29, 2025, at 02.30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice also forms part of the Annual Report for FY 2024-25 which is available on the Company’s weblink https://ceigall.com/wp-content/uploads/2025/08/Annual-report_2024-25.pdf

You are requested to take the above information on your record.

Thanking you,

Yours faithfully,

FOR CEIGALL INDIA LIMITED

MEGHA KAINTH
COMPANY SECRETARY
Membership no: F7639

CEIGALL INDIA LIMITED

Corporate Office : Plot No. 452, Udyog Vihar Phase-5, Near GPO Gurugram Behind Enkay Tower, Gurugram
Haryana-122016, Contact : 0124-420 6978

Regd Office : A-898, Tagore Nagar, Ludhiana Punjab-141001
Tele/Fax : +91-161-4623666

website : www.ceigall.com, Email id : secretarial@ceigall.com

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of **Ceigall India Limited**, will be held on Monday, September 29, 2025, at 2.30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The venue of the Meeting shall be deemed to be the Registered office of the Company at A-898, Tagore Nagar, Ludhiana Punjab 141001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of Auditors thereon.
2. To appoint a Director in place of Mr. Ramneek Sehgal (DIN: 01614465) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. ARUN GOYAL (DIN: 00009034) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR)] (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Arun Goyal (DIN 00009034), who was appointed as an Independent Director of the Company for a first term of five years from March 01, 2021 to February 28, 2026, being eligible for re-appointment as an Independent Director for the second term and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) and in respect of whom based on performance evaluation, the Nomination and Remuneration

Committee has recommended his reappointment to the Board, Consent of Members be and is hereby accorded for re-appointment of Mr. Arun Goyal as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years, commencing from March 1, 2026 up to February 28, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI (LODR), Mr. Arun Goyal, be paid sitting fees of Rs. 10,000/- for attending each meeting of the Board and its Committees and Commission of ₹10,00,000/- (Rupees Ten Lakhs only) on a quarterly basis, in accordance with his existing terms, subject to revision from time to time by the Board on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. APPOINTMENT OF SECRETARIAL AUDITORS

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR)] read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), and based on the recommendation(s) of the Audit Committee and approval of the Board of Directors, the approval of members be and is hereby accorded for appointment of M/s Lal Ghai & Associates, a peer reviewed firm (Firm Registration Number : P2014PB033300), practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company, for the period beginning from the Financial Year 2025-26 till the Financial Year 2029-30, at such terms and conditions including remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FY 2025-26:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand only) plus applicable taxes and reimbursement of out-of pocket expenses on actuals, payable to M/s. Khushwinder Kumar & Associates, Cost Accountants (Firm Registration Number 000102), who, based on the recommendation(s) of the Audit Committee, have been appointed by the Board of Directors of the Company ('Board'), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year 2025-26 be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the members of the Company at the Extra - Ordinary General Meeting of the Company held on December 13, 2023 and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board") to borrow any sum(s) of money, from time to time, including by way of issuance of debentures/bonds (including FCCBs),

at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs. 15,000 Crore (Rupees Fifteen Thousand Crore Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

7. CREATION OF CHARGES ON ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY, UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by members of the Company through Extra Ordinary General Meeting (EGM) held on December 13, 2023 and pursuant to the provisions of section 180(1) (a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board") to hypothecate/mortgage/ pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/Companies and trustees for the holders of Debentures/Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest,

costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

8. APPOINTMENT OF DR. SUDHIR RAO HOSHING (DIN: 02460530) AS A DIRECTOR/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 the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded for appointment of Dr. Sudhir Rao Hoshing (DIN: 02460530), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st September, 2025 and who will hold office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the SEBI (LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment

of Dr. Sudhir Rao Hoshing (DIN: 02460530) as a Whole-time Director (Designated as Executive Vice-Chairman) of the Company for a period of 3 years, to hold office from 1st September, 2025 to 31st August, 2028, liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Dr. Sudhir Rao Hoshing (DIN: 02460530), notwithstanding that in any financial year during his tenure of appointment as Whole time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable and to settle any question or difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution."

By Order of the Board of Directors

**Sd/-
Megha Kainth
Company Secretary
Membership No. F7639**

Date: 29.08.2025
Place: Gurugram

Registered Office:
A-898, Tagore Nagar, Ludhiana Punjab 141001
CIN: L45201PB2022PLC025257
Website: www.ceigall.com
Email: Secretarial@ceigall.com
Tel: 0161-4623666

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue. In terms of the said circulars, the 23rd Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 22 and available at the Company's website: www.ceigall.com.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 1800 21 09911.
3. The Statement pursuant to Section 102 of the Act setting out material facts concerning the special business is annexed herewith. Additional information pursuant to Regulation 36(3) of the SEBI (LODR) and Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India in respect of the Director seeking appointment and re-appointment at this AGM is furnished as Annexure to this Notice.
4. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating thereat and casting their votes through e-voting. Corporate Members are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting by email through its registered email address to secretarial@ceigall.com and cspsdua@gmail.com.
5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020

and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to rnt.helpdesk@in.mpms.mufg.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to rnt.helpdesk@in.mpms.mufg.com.

7. Mitsubishi UFJ Trust & Banking Corporation, a member of MUFG, a global financial group, has acquired Link Group, parent company of Link Intime India Private Limited. Accordingly, the name of RTA of the Company has changed from Link Intime India Private Limited (TSR Consultants Private Limited had merged with Link Intime India Private Limited) to MUFG Intime India Private Limited (MUFG Intime / RTA), w.e.f. December 31, 2024.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/ Depositories. Members may kindly note that the Notice convening this AGM and Annual Report for FY 2024-25 will also be available on the Company's website www.ceigall.com, website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members.
9. The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have

made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request for the same by sending an email to the Company at secretarial@ceigall.com or RTA at rnt.helpdesk@in.mpms.mufg.com mentioning their Folio No./DP ID and Client ID.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 23rd September, 2025 to Monday, the 29th September, 2025 (both days inclusive).
11. Members seeking any information with regard to Accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
12. Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. 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 other documents referred to in the Notice will be available for inspection in electronic mode.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting and voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

15. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	September 26, 2025 from 09:00 A.M
End of remote e-voting	September 28, 2025 from 05:00 P.M

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

16. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as information only.
17. The members who have cast their vote by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again.
18. The company has appointed Mr. P S Dua, Practicing Company Secretary (ICSI Membership No. FCS 4552, Certificate of Practice Number 3934), proprietor of M/s. P S Dua & Associates, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.
19. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him/her in writing, who shall countersign the same.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ceigall.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman or any person authorized by him/her in writing and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The results will also be displayed on the Notice Board of the Company at its Registered Office. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. 29th September 2025.
21. A person who has acquired the shares and has become a member of the Company after the dispatch of the

Notice of the AGM and prior to the Cut-off date i.e. Monday, September 22, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the due procedure as mentioned underneath.

22. Instructions for voting through electronic means (e-voting), joining the AGM and other instructions relating thereto are as under:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on September 26, 2025 from 09:00 A.M and ends on September 28, 2025 from 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi web-site www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- If the user is 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>
- 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 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Type of shareholders	Login Method
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant "Ceigall India Limited".
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR REMOTE VOTING ONLY.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cspdsdua@gmail.com and to the Company at the email address viz; secretarial@ceigall.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@ceigall.com. Speakers will be allowed to speak depending upon the availability of time. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@ceigall.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. The Company reserves the right to restrict the number of questions and number of speakers to be considered during AGM, depending upon the availability of time for AGM
10. Only those shareholders, who are present in the AGM 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 available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO. 3 to 8

Item No. 3 – RE-APPOINTMENT OF MR. ARUN GOYAL (DIN: 00009034) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Arun Goyal was appointed as an Independent Director of the Company for first term of five (5) consecutive years commencing from March 1, 2021 pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)]. His first term will be completed on February 28, 2026.

The Nomination and Remuneration Committee [NRC], after taking into account the performance evaluation report of Mr. Arun Goyal and considering his knowledge acumen, expertise, substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years commencing from March 1, 2026 to February 28, 2031. The NRC has considered his diverse skill, leadership traits, expertise in financial strategy, risk management, and corporate governance and was of the opinion that he meets the skills and capabilities required for the role of Independent Director of the Company.

The Board considers that given Mr. Arun Goyal having professional background, experience and his contribution during his tenure, the continued association of Mr. Arun Goyal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company. He shall be entitled to receive sitting fees of Rs. 10,000 for attending each meeting of the Board and its Committees, along with a commission of ₹10,00,000/- (Rupees Ten Lakhs only) on a quarterly basis same as his existing terms. The commission & sitting fee may, however, be revised from time to time by the Board on the recommendation of the Nomination and Remuneration Committee (NRC).

The Company has received a declaration from Mr. Arun Goyal confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI (LODR). In terms of Regulation 25(8) of the SEBI (LODR), Mr. Arun Goyal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Arun Goyal has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any

such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Arun Goyal has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Arun Goyal has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Arun Goyal fulfils the conditions specified in the Act, rules thereunder and the SEBI (LODR) for re-appointment as an Independent Director and is independent of the Management. The terms and conditions of his re-appointment are uploaded on the website of the Company at www.ceigall.com. and will also be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Arun Goyal for the office of the director.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI (LODR) and other applicable provisions of the Act and SEBI (LODR), the re-appointment of Mr. Arun Goyal as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Arun Goyal and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members as a Special Resolution.

Brief profile and other requisite details of Mr. Arun Goyal as required under Regulation 36(3) of SEBI (LODR) and Secretarial Standard-2 issued by ICSI are annexed to this Notice.

Item No. 4 : APPOINTMENT OF SECRETARIAL AUDITORS

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] and Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act") other applicable provisions of the Companies Act, 2013, as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY2025-26 to FY 2029-30, to conduct the Secretarial Audit of the Company.

In compliance with the aforesaid provision and Section 204 of Companies Act, 2013, the Board of Directors, on the recommendations the Audit Committee, at their meeting held on 8th August, 2025, approved the appointment of M/s Lal Ghai & Associates, a peer reviewed firm (Firm Registration Number : P2014PB033300), practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of 5 (five) years, to hold office from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30. Secretarial Auditor shall be entitled to Audit fee of ₹90,000/- plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2025-26 and for remaining tenure the Audit fee shall be as mutually agreed between the Board, based on recommendation(s) of the Audit Committee and the Secretarial Auditors from time to time.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, the approval of the Members is sought for appointment of M/s. Lal Ghai & Associates as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30 at such remuneration as may be decided by the Board.

The documents related to appointment of M/s. Lal Ghai & Associates, Practicing Company Secretary are available in document for inspection accessible on the Company's website

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Proposed Audit fees payable to the Secretarial Auditors	Audit fee of ₹90,000/- FY 2025-26 and for remaining tenure as may be decided by the Board.
Terms of Appointment	5 (five) years from Financial Year 2025-26 till 2029-30
Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation and Auditor credentials	The Audit Committee, after due consideration, recommended the appointment of M/s. Lal Ghai & Associates as the Secretarial Auditor of the Company, taking into account the following credentials: <ol style="list-style-type: none"> 1. The firm has a longstanding association with the Company. 2. The firm has been in Secretarial Practice for over 11 years. 3. The firm has extensive exposure to the secretarial practices followed by listed companies. 4. The Secretarial Auditor holds a valid Peer Review Certificate as prescribed by the Institute of Company Secretaries of India (ICSI).

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an **Ordinary Resolution**.

Item No. 5: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FY 2025-26

As per the provisions of Section 148 of the Companies Act, 2013 ("Act") read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Khushwinder Kumar Singh & Associates, Cost Accountants (Firm Registration Number 000102), as the Cost Auditors to conduct the audit of the cost records of the Company for the FY 2025-26, at a remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses on actuals.

In accordance with Section 148(3) of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company.

Accordingly, the members of the Company are requested to ratify remuneration payable to the Cost Auditors for conducting audit of cost records, for the Financial year 2025-26.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members as an Ordinary Resolution.

Item No. 6: INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the members in General Meeting by passing a Special Resolution, borrow money in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

To support the Company's ongoing growth, business expansion, and long-term strategic objectives, the Company requires greater financial flexibility to raise funds through various sources, including loans and other credit facilities. The Current borrowing limit of ₹7,500 crore, as approved by the members under Sections 180(1)(c) in EGM dated December 13, 2023, may not be sufficient to meet the future funding requirements after taking consideration the growth in the business operation, strategic expansion projects, strengthening the working capital base and foreseeable future plans of the Company.

In order to pursue opportunities that add value, it is crucial for the company to have access to specific funding options within a specified timeframe. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and members approval for increasing the borrowings limits from 7,500 Crore to 15,000 Crore under section 180(1)(c) of the Companies Act, 2013.

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed 15,000 Crores (Rupees Fifteen Thousand Crore Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution as set out in item no. 6 for approval of the members as a Special Resolution.

Item No. 7: CREATION OF CHARGES ON ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY, UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

The Members of the Company had at their Extra - Ordinary General Meeting held on 13th December, 2023 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the special resolution as set out in item no. 7 for the approval of the members as a Special Resolution.

ITEM NO 8: APPOINTMENT OF DR. SUDHIR RAO HOSHING (DIN: 02460530) AS A WHOLE TIME DIRECTOR OF THE COMPANY

In a dynamic global business environment, diversity on the Board is key to achieving sustainable growth that can generate value for stakeholders. A diverse Board adds value to the Board processes.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 29th August, 2025, approved the appointment of Dr. Sudhir Rao Hoshing (DIN: 02460530) as an Additional Director of the Company with effect from 1st September, 2025. The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience and past performance of Dr. Sudhir Rao Hoshing, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director, (designated as Executive Vice Chairman) for a period of 3 (Three) years, commencing from 01st September 2025 till 31st August, 2028, subject to the approval of the Members of the Company.

Brief Profile of Dr. Sudhir Rao Hoshing

Dr. Sudhir Rao Hoshing, aged 61 years, is a seasoned professional with nearly 40 years of rich experience in the infrastructure sector, particularly in highways and airports. He has held leadership positions across some of India's most prominent infrastructure companies.

• Leadership Roles Held

- o Ex-Chief Mentor and Ex-CEO, **IRB Infrastructure Developers Ltd.** – India's first multinational integrated transport infrastructure developer in the roads and highways sector.
- o Ex-Joint Managing Director & CEO, **IRB Infrastructure Ltd.**
- o Ex-Managing Director, **Modern Road Makers Pvt. Ltd.** (a wholly-owned subsidiary of IRB).
- o Ex-CEO, **Reliance Infrastructure Ltd. (Road Business).**
- o Senior leadership roles with **GMR Group, Punj Lloyd, and Oriental Structures.**

• Industry Contributions

- o Life Member of the **Indian Road Congress (IRC)** and the **International Road Federation (IRF).**
- o Chairperson, **PHD Infrastructure Committee.**
- o Executive Member, **FICCI Infrastructure Committee.**
- o Co-Chair, **CII North Infrastructure Committee.**
- o Frequently contributes thought leadership articles to industry magazines and is a sought-after speaker at national and international forums.

• Expertise & Achievements

- o Extensive hands-on experience in **construction, maintenance, design, and financing of road projects across India.**
- o Actively involved in the **construction and operation of civil and defense airports.**
- o Widely recognized for his deep insights, strategic leadership, and valuable perspectives on India's infrastructure sector.

• Educational Background

- o **Ph.D. in Road, Highways & Infrastructure Management** – Oxford College of International Studies.
- o **Graduate in Civil Engineering.**
- o **Management Graduate** – ICFAI (Institute of Chartered Financial Analysts of India).

Dr. Hoshing's impeccable track record, domain expertise, and contributions to the infrastructure sector make him a highly respected professional and industry thought leader.

The Company has received notice under Section 160 of the Act from a Member proposing his candidature as a Director of the Company. Dr. Sudhir Rao Hoshing is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed as Director/Whole Time Director on the Board of the Company.

Dr. Sudhir Rao Hoshing satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors, accordingly, considered the following terms and conditions of Dr. Sudhir Rao Hoshing appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Companies Act, 2013:

Terms and Conditions:

1. Term of Appointment:

3 (Three) years with effect from 01st September 2025 till 31st August, 2028.

2. Remuneration:

a. Salary of Rs. 48,00,000/- per annum with authority to the Board of Directors (which expression shall include a committee thereof), to give increment subject to maximum salary of Rs. 2,00,00,000/- per annum.

b. Perquisites & Allowances

In addition to the Salary, Whole-Time Director shall also be entitled to the following perquisites and allowances:

- chauffeur driven Company Car for official purpose, business promotion and other related activities
- telephone and internet facility at residence

- reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

c. Perquisites which shall not be included in the computation of the ceiling on remuneration:

- Contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company
- Gratuity is payable at the rate not exceeding half a month's salary for every completed year of service.
- All other benefits as available to the permanent employees of the Company

3. Other Terms and Conditions:

- No sitting fees shall be payable to the Whole Time Director for attending the meetings of the Board of Directors and/or any Committees thereof.
- His term of office shall be liable to retirement by rotation in accordance with provisions of Sec 152 of the Companies Act, 2013.
- Maximum Remuneration: Except with the permission of the Members, the remuneration paid shall not exceed the limits specified under the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Dr. Sudhir Rao Hoshing and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

The Board recommends the Resolution set out in Item No. 8 of the accompanying Notice for approval of the Members as a Special Resolution.

Details required under Regulation 36(3) of SEBI (LODR) and Secretarial Standard-2 issued by ICSI and Schedule V of the Companies Act, 2013 are annexed to this Notice.

By Order of the Board of Directors

Sd/-
Megha Kainth
Company Secretary
Membership No. F7639

Date: 29.08.2025
Place: Gurugram

Registered Office:
A-898, Tagore Nagar,
Ludhiana Punjab 141001
CIN: L45201PB2022PLC025257

Website: www.ceigall.com
 Email: Secretarial@ceigall.com
 Tel: 0161-4623666

ANNEXURE 1

Details Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meeting are as given below:

S.No	Particulars	Details		
1	Name, Designation & DIN	Mr. Arun Goyal, Independent Director (DIN: 00009034)	Mr. Ramneek Sehgal, Managing Director (DIN: 01614465)	Dr. Sudhir Rao Hoshing, Whole Time Director (DIN: 02460530)
2	Date of Birth and Age	September 10, 1966 (59 years)	October 11, 1981 [44 years]	August 18, 1964 (61 Years)
3	Qualification	CA, B.Com	B.Com	Ph.D. in Road, Highways & Infrastructure Management – Oxford College of International Studies and Graduate in Civil Engineering and Management Graduate-ICFAI (Institute of Chartered Financial Analysts of India)
4	Date of first appointment on the Board	March 1, 2021	July 08, 2002	September 01, 2025
5	Skill and Capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed to the Notice	Deep understanding, knowledge & expertise with Leadership/management skills in technical & operational areas of infrastructure and Construction	As mentioned in the statement annexed to the Notice
6	Profile, Experience and Expertise in specific functional areas	He has extensive experience and deep knowledge in corporate accounting, corporate finance, and auditing. Before his association with Ceigall, he was part of the Trident Group, where he played an instrumental role in various financial and strategic initiatives.	He has extensive experience of structural projects, including elevated roads, flyovers, bridges, railway over bridges, tunnels, highways, expressways and runways etc.	As mentioned in the statement annexed to the Notice
7	Terms and conditions of re-appointment	Re-appointed as an Independent Director for a second term of 5 years commencing from March 1, 2026 upto February 28, 2031	Director liable to retire by rotation and being eligible offer himself for re-appointment.	Appointed as a Whole Time Director for 3 years commencing from September 01, 2025 upto August 31, 2028
8	Details of remuneration last drawn (FY 2024-25)	Refer to Corporate Governance section of Annual Report	Refer to Corporate Governance section of Annual Report	First time appointment in Company
9	Details of remuneration sought to be paid	He will be eligible for payment of sitting fees and Commission as per terms and conditions of Appointment.	Same as existing no change	As mentioned in the statement annexed to the Notice

S.No	Particulars	Details																																																			
10	Directorships in Listed Companies and other Directorships	Listed: NIL • C & C Constructions Limited Others: • Ralson (India) Limited • Ceigall Bathinda Dabwali Highways Private Limited • Ceigall Malout Abohar Sadhuwali Highways Private Limited • FLH Technologies Private Limited • Ceigall Infra Projects Private Limited • Ceigall Jalbehra Shahbad Greenfield Highway Private Limited		Listed: NIL Others: • CDS Infra Projects Limited																																																	
11	Membership/ Chairpersonship of Committees in other companies (excluding foreign companies) Audit Committee [AC]; Nomination and Remuneration Committee [NRC]; Corporate Social Responsibility [CSR]; Risk management Committee [RMC]; Stakeholders Relationship Committee [SRC]	<table border="1"> <thead> <tr> <th colspan="2">Mr. Arun Goyal</th> <th colspan="2">Mr. Ramneek Sehgal</th> <th colspan="2">Dr. Sudhir Rao Hoshing</th> </tr> <tr> <th>Name of Company</th> <th>Chairmanship / Membership</th> <th>Name of Company</th> <th>Chairmanship / Membership</th> <th>Name of Company</th> <th>Chairmanship / Membership</th> </tr> </thead> <tbody> <tr> <td>Ceigall India Limited</td> <td>Chairman – AC; NRC; SRC;</td> <td>Ceigall India Limited</td> <td>Chairman -CSR Member – AC</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>C & C Constructions Limited</td> <td>Member- CSR; RMC</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Ralson (India) Limited</td> <td>Chairman -AC</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Ceigall Bathinda Dabwali Highways Private Limited</td> <td>Member -NRC</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Ceigall Malout Abohar Sadhuwali Highways Private Limited</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Ceigall Jalbehra Shahbad Greenfield Highway Private Limited</td> <td>Chairman – NRC</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Mr. Arun Goyal		Mr. Ramneek Sehgal		Dr. Sudhir Rao Hoshing		Name of Company	Chairmanship / Membership	Name of Company	Chairmanship / Membership	Name of Company	Chairmanship / Membership	Ceigall India Limited	Chairman – AC; NRC; SRC;	Ceigall India Limited	Chairman -CSR Member – AC	NIL	NIL	C & C Constructions Limited	Member- CSR; RMC					Ralson (India) Limited	Chairman -AC					Ceigall Bathinda Dabwali Highways Private Limited	Member -NRC					Ceigall Malout Abohar Sadhuwali Highways Private Limited						Ceigall Jalbehra Shahbad Greenfield Highway Private Limited	Chairman – NRC				
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12	Listed entities from which the Director has resigned from directorship in last three (3) years	NIL	Nil	Nil																																																	
13	No. of Board Meetings attended during FY 2024-25	All 13 Board Meeting held in FY 2024-25	12 out of 13 Board Meeting were held in FY 2024-25 .	NA																																																	
14	Inter-se relationship with other Directors and Key Managerial Personnel	None	None	None																																																	
15	No. of shares held:	Nil	36610894	1004																																																	

B. The Disclosures as prescribed in Schedule – V of Companies Act, 2013:
I. General Information:

S.No	Particulars	Details																
1	Nature of industry	EPC company with expertise in specialized structural projects, including elevated roads, flyovers, bridges, railway overpasses, tunnels, highways, expressways, and runways.																
2	Date or expected date of commencement of Commercial production	08-07-2002																
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																
4	Financial performance based on given indicators (Standalone)	(Amounts in Rs in Million)																
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>2022-23 Audited</th> <th>2023-24 Audited</th> <th>2024-25 Audited</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>20857.02</td> <td>29917.96</td> <td>34379.59</td> </tr> <tr> <td>Profit (loss) after Tax</td> <td>1853.08</td> <td>2769.32</td> <td>2702.48</td> </tr> <tr> <td>EPS</td> <td>11.79</td> <td>17.62</td> <td>16.07</td> </tr> </tbody> </table>	Particulars	2022-23 Audited	2023-24 Audited	2024-25 Audited	Gross Revenue	20857.02	29917.96	34379.59	Profit (loss) after Tax	1853.08	2769.32	2702.48	EPS	11.79	17.62	16.07
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5	Foreign investments or collaborations, if any.	Nil																

II. Information about Whole Time Director:

S.No	Particulars	Dr. Sudhir Rao Hoshing, Whole Time Director (DIN: 02460530)
1	Background details	As mentioned in the statement annexed to the Notice
2	Past Remuneration	First time appointment in Company
3	Recognition or awards	As mentioned in the statement annexed to the Notice
4	Job profile and his suitability	As mentioned in the statement annexed to the Notice
5	Remuneration proposed	As mentioned in the statement annexed to the Notice
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to him is commensurate with remuneration of similar senior levels in similar sized domestic Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Nil

III. Other Information:

S.No	Particulars	Details
1	Reasons of loss or inadequate profits in the Company	Not Applicable
2	Steps taken or proposed to be taken for improvement	The Company's financial performance has improved substantially in the last two years as compared to FY 2023-24 as it evident from the sales and profits mentioned above. As of March 31, 2025, our total order book stands at ₹1,08,061.66 mn, reflecting a healthy book to- bill ratio. This includes a composition of 82.90% from Roads, Highways, Flyovers, 13.33% from Railways & Metros, 1.32% from bus terminal, 2.45 from tunnels, and 0.04% from airport runways.
3	Expected increase in productivity and profits in measurable terms	Aligned with the government's focus on transforming India's infrastructure, as reflected in this year's budget, we are committed to driving sustainable growth, technical excellence, and operational resilience. Our efforts are focused on delivering high-quality projects that contribute to India's development, leveraging our expertise to create long-term value for all stakeholders as we work towards the vision of a developed nation by 2047.

IV. Disclosures:

The disclosures required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 forms a part of the Notice.