Corporate Office
Unit No. 7, 5th Floor, Tower 2,
Capital Business Park, Sector 48,
Gurugram, Haryana 122001
Tel / Fax : +91 124 4896700

Date: September 7, 2026

To
The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

NSE Symbol: **K2INFRA**
ISIN: **INE0DEZ01013**

Subject: Intimation of 11th Annual General Meeting of the Company

Dear Sir/Madam,

This is in reference to our disclosure dated September 2, 2026 regarding approval of notice of 11th Annual General Meeting ("AGM") to be convened on Tuesday, September 29, 2026, at 12:30 P.M. through video conferencing. The notice of AGM of the Company is enclosed herewith. The notice is also available on the website of the Company at www.k2infra.com and on the website of Kfin Technologies Limited (Kfin) https://evoting.kfintech.com.

Key Details with respect to AGM are as under:

i) The AGM will be held on Tuesday, September 29, 2026 at 12:30 P.M. through video conferencing in compliance with the applicable provisions of The Companies Act, 2013 and the rules notified thereunder read MCA Circular No. 03/2025 dated September 22, 2025 along with all other pervious Circulars issued by The Ministry of Corporate Affairs in this regard (hereinafter collectively referred to as the "MCA Circulars") and with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015, to transact the businesses set out in the Notice convening the 11th AGM;

ii) In compliance of the aforesaid MCA Circulars and SEBI Circulars, the Annual Report along with Notice of the AGM is being circulated to the shareholders of the Company through electronic mode;

iii) Pursuant to section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by remote e-voting or through an electronic voting system during the AGM;

iv) The cut-off date for determining the eligibility of the Members to vote through remote e-voting or through an electronic voting system during the AGM shall be Tuesday, September 22, 2026;

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v) The Company has appointed Kfin Technologies Limited ("KFIN") for the purpose of providing remote e-voting facility to the members prior to the AGM and e-voting facility during the AGM. The remote e-voting facility shall commence at 9:00 A.M. on Saturday, September 26, 2026, and will end at 5:00 P.M. on Monday September 28, 2026. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Kfin for voting thereafter; and

vi) The Company has appointed Mr. Devender Suhag (FCS No. 9545, CP No. 26611, Peer Review No. 6991/2025) a Practicing Company Secretary in the name of M/s SMD & Co, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

We request you to take the above information on your record.

Thanking you,

Yours faithfully,
For K2 Infragen Limited

JYOTI PULYANI

Digitally signed by JYOTI PULYANI
Date: 2026.09.07 13:14:05 +05'30'

Jyoti Pulyani
Company Secretary and Compliance Officer
M. No: A55697

Encl.: *As above*

K2 Infragen Limited
(CIN: L74110HR2015PLC076796)
Registered Office: Unit No. 7, 5th Floor, Tower 2, Capital Business Park,
Sector-48, Gurgaon, Sadar Bazar, Haryana, India, 122001
Email: cs@k2infra.com I Website: www.k2infra.com
Mobile: 8929019099 I Tel. No. 91-124-3675577

NOTICE

Notice is hereby given that the **11th Annual General Meeting ("AGM")** of the Members of K2 Infragen Limited (**"the Company"**) will be held on **Tuesday, September 29, 2026, at 12.30 p.m (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

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.

2. **ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Auditors thereon.

3. **RE-APPOINTMENT OF MR. RAJESH TIWARI (DIN: 06947965) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION**

   To re-appoint Mr. Rajesh Tiwari (DIN: 06947965) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re- appointment.

SPECIAL BUSINESSES:

4. **RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2026-27**

   To consider and, if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration payable to M/s MM & Associates, Cost Accountants (Firm Registration No. 000454), appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting up to ₹2,00,000 (Rupees Two Lakh only) plus Goods and Services Tax and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. **APPROVAL FOR 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 with or without modification(s), the following as a **Special Resolution:**

   "**RESOLVED THAT** in supersession of earlier resolution passed by the members of the company in the Extra-Ordinary General Meeting held on November 29, 2023, and pursuant to the provisions of Section 180(1) (c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the Memorandum and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted/reconstituted by the Board), to borrow any sum of money by way of loans or debentures (including non-convertible debentures, whether secured or unsecured at such rate of interest or coupon as the Board may determine), bonds, deposits, fund based, non-fund based working capital limits or for capital expenditure or general corporate purposes, for the purpose of the business of the Company, any sum or sums of money whether in Indian or foreign currency from time to time from any one or more person(s), firms, body corporate, banks, NBFC, financial institutions, promoters or from any other source, which together with the money already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose but, provided that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed in aggregate ₹500,00,00,000/- (Indian Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted/reconstituted by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, expedient or desirable, and to settle any question, difficulty, dispute or doubt that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Managing Director, Whole-time Director, or any other Director(s) of the Company, and that any Director or the Company Secretary of the Company be and are hereby severally authorized to finalize, settle, negotiate, sign, seal, execute and deliver all such agreements, deeds, deeds of hypothecation/mortgage, debenture trust deeds, indentures, undertakings, documents and writings; to appoint any consultants, advisors, trustees or agents; to make requisite statutory filings with the Registrar of Companies and Stock Exchanges; and generally to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to give full effect to this resolution without requiring any further consent or approval from the Members.”

6. APPROVAL FOR CREATION OF SECURITY / CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted/reconstituted by the Board) to create, provide and/or vary security by way of pledge, hypothecation, mortgage and/or charge, in such form, manner, ranking and on such terms as the Board may determine, on all or any of the present and future movable and/or immovable properties, FDRs investments, receivables, loans and advances, rights and benefits or other assets of the Company, including the whole or substantially the whole of the undertaking or undertakings of the Company, in favour of lenders, debenture holders, debenture trustees, agents and/or trustees, for securing the obligations of the Company in respect of credit facilities, loans, advances, or debentures (including non - convertible debentures, whether secured or unsecured, at such rate of interest or coupon as the Board may determine), availed or to be availed by the Company, together with interest, compound/additional interest, liquidated damages, commitment charges, default interest, processing fees or all other amounts payable under the relevant financing documents, provided that the total amount of borrowings so secured and outstanding at any point of time shall not exceed an aggregate limit of ₹500,00,00,000 (Indian Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof constituted/reconstituted by the Board) be and is hereby authorized to negotiate, finalize, and determine the terms and conditions of creation of security/charge, and to settle any question, difficulty, or doubt that may arise in this regard, and to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, proper, or expedient;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, Managing Director, Whole-time Director, or any other Director(s) of the Company, and that any Director of the Company or the Company Secretary be and are hereby severally authorized to finalize, settle, sign, seal, execute, deliver, and register all such agreements, deeds of mortgage/hypothecation, debenture trust deeds, undertakings, documents and writings; to appoint any trustees, consultants, or agents; to make necessary statutory and regulatory filings with the Registrar of Companies and Stock Exchanges; and generally to do or undertake all such activities and execute such documents without requiring any further consent or approval from the Members."

By the Order of the Board
For K2 Infragen Limited

Sd/-
Jyoti Pulyani
Company Secretary and Compliance Officer
M. No. A55697

Date: September 2, 2026
Place: Gurgaon

NOTES:

1. The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 ("the Act"), which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto. The Board of Directors have decided that the Special Businesses as set out under Item Nos. 4,5 & 6, being considered unavoidable, be transacted at the AGM.

2. Ministry of Corporate Affairs ("MCA") pursuant to General Circular No. 03/2025 dated September 22, 2025, has permitted the companies to hold their general meetings through video conferencing / any other audio-visual means ("VC/OAVM facility") without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circular, the AGM of the Company is being held though VC facility. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Unit No. 7, 5th Floor, Tower 2, Capital Business Park, Sector-48, Sadar Bazar, Gurgaon, Haryana, India, 122001.

3. Since this AGM is being held pursuant to the Circulars through VC/ OAVM attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM, and hence, the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.

4. The Company is providing the video conferencing facility for the ease of participation of the Members. Participants i.e. members, directors, auditors and other eligible persons to whom this Notice is being circulated, are allowed to submit their queries/questions, etc., before the AGM in 2 (two) days advance on the e-mail address of the Company at cs@k2infra.com.

   The Notice of AGM along with the Annual Report for FY26 is being sent by electronic mode to those members whose e-mail address is registered with the Company/ Depositories, unless a member has requested a physical copy of the same. Members may note that the Notice of AGM and Annual Report for FY26 will also be available on the Company's website www.k2infra.com, website of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com, and on the website of KFin Technologies Limited at the website address https://evoting.kfintech.com.

   The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners and have not registered their E-mail IDs with their respective depositories, as on Friday, August 28, 2026.

   Also, Members who have not registered their address with the Company / RTA or with DP / Depository, a letter containing exact weblink along with the exact path where the Annual Report and Notice of AGM is available, will be sent at the addresses as registered with the Company / RTA or with DP / Depository.

5. The facility for joining the AGM through video conferencing will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM i.e. 12:15 P.M. (IST) to 12.45 P.M. (IST) and will be available for at least 1000 members on a first-come-first-served basis. This rule of first-come first-served basis would not apply to participation by shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnels and auditors.

6. Pursuant to the provisions of Section 113 of the Act, Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 11th AGM are requested to send from their registered e-mail address, scanned certified true copy (PDF Format) of the latest Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote, to the Scrutinizer on his e-mail ID at dsuhag@smdandco.in and to RTA by email at einward.ris@kfintech.com and to the Company at cs@k2infra.com.

7. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

8. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed to this Notice as Annexure-I. Further, requisite consent have been received from the Director seeking re-appointment.

9. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2026, to September 29, 2026** (both days inclusive).

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in electronic form are requested to submit

their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.

11. Mr. Devender Suhag, (Membership No. F9545 & COP No. 26611) of M/s. SMD & CO., Practicing Company Secretaries (FRN: P2023HR955600), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the e-voting system during the AGM in a fair and transparent manner.

12. 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 Chairperson or a person authorised by him/her in writing, who shall countersign the same and declare the result of the voting forthwith not later than two working days of the conclusion of the meeting.

13. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the 11th Annual General Meeting of the Company scheduled to be held on Tuesday, September 29, 2026. The declared results, along with the Scrutinizer's Report, shall be placed on the Company's website at www.k2infra.com and on the website of KFintech, within 2 working days of conclusion of the Annual General Meeting after declaration by the Chairman or an authorized person. The results shall also be simultaneously forwarded to the stock exchange(s).

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection electronically/at the Registered Office.

15. The Company’s equity shares are Listed at National Stock Exchange of India Limited, Exchange Plaza, Floor 5, Plot No. C/1, Bandra (East), Mumbai – 400051, Maharashtra, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2026-27.

16. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

    Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx > Investor Services > Investor Support.

    Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

    Quick link to access the signup page: https://kprism.kfintech.com/signup

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE E-AGM THROUGH VIDEO CONFERENCE/OTHER AUDIO-VISUAL MODE:

i. Attending the e-AGM: Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM at https://emeetings.kfintech.com/ by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

ii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

iii. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.

iv. 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.

v. Facility of joining the AGM through VC/OAVM shall be open 15 minutes before the time scheduled for the AGM.

vi. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

vii. Submission of Questions/queries prior to e-AGM:

   Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e., cs@k2infra.com at least 2 days before the date of the e-AGM, so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date.

   Alternatively, shareholders holding shares as on cut-off date may also visit https://evoting.kfintech.com/ and click on the tab "Post Your Queries Here" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

viii. Speaker Registration before e-AGM: Shareholders who wish to register as speakers at the AGM are requested to visit https://emeetings.kfintech.com register themselves between 25 September 2026 (09.00 Hours IST) and 26 September 2026 (17.00 Hours IST).

ix. Facility of joining the AGM through VC/OAVM shall be available for at least 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination, Remuneration and compensation Committee and Auditors are not restricted on first come first serve basis.

x. Members who need technical assistance before or during the AGM, can contact KFintech at https://evoting.kfintech.com/.

xi. Corporate members intending to send their authorised representatives to attend the Annual General Meeting through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution to the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 4, 5 and 6.

Item No. 4

Ratification of Cost Auditor's Remuneration FY 2026-27

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 of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendations of the Audit Committee, at its Meeting held on September 2, 2026, has approved the appointment of M/s MM & Associates, Cost Accountants, Mumbai (Firm Registration No.: 000454) as the "Cost Auditors" of the Company for the Financial Year (F.Y.) 2026-27 at a remuneration of upto ₹2,00,000/- (Rupees Two Lakh only), plus Goods and Service Tax and reimbursement of out-of-pocket expenses, if any.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, 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 consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2027.

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 ratification of remuneration of Cost Auditors, as set out in Item No. 4 of the Notice for approval by the Members as an **Ordinary Resolution**.

Item No. 5

Approval for increase in borrowing limits of the company under section 180(1)(c) of the Companies Act, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves, and securities premium of the Company, without the approval of the Members by way of a Special Resolution.

The Members of the Company had previously, at their Extra-Ordinary General Meeting held on November 29, 2023, authorized the Board of Directors to borrow funds up to an aggregate limit of ₹200,00,00,000 (Indian Rupees Two Hundred Crore only).

In view of the continuous growth in the Company's business operations, growing order book, and its planned participation in clean energy and infrastructure projects, including solar and battery energy storage systems (BESS), the Company requires enhanced financial flexibility. The execution of such projects involves capital expenditure, procurement of plant and machinery, working capital needs, and securing necessary fund and non-fund-based credit facilities (including bank guarantees and letters of credit for tenders and project execution), which necessitates an increase in the overall borrowing limits.

Accordingly, it is proposed to increase the overall borrowing limits of the Company from ₹200,00,00,000 (Indian Rupees Two Hundred Crore only) to an aggregate limit not exceeding ₹500,00,00,000 (Indian Rupees Five Hundred Crore only).

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 5, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval by the Members as a **Special Resolution**.

Item No. 6

Approval for creation of security/charge/mortgage on the assets of the company under section 180(1)(a) of the Companies Act, 2013

The borrowings proposed to be availed by the Company as set out in Item No. 5 of this Notice, including both fund-based and non-fund-based credit facilities, may require creation of security by way of mortgage, hypothecation, pledge, or charge on the movable, immovable properties, FDRs, book debts, undertakings of the company or any other assets both present and future, in favour of the lenders, banks, financial institutions, or debenture trustees.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the creation of a mortgage, charge, or encumbrance on the assets or undertaking(s) of the Company may, in certain circumstances, be regarded as disposal of the whole or substantially the whole of the undertaking(s) of the Company, which requires prior approval of the Members by way of a Special Resolution.

It is, therefore, proposed to obtain the approval of the Members to authorize the Board of Directors of the Company to create necessary charge, mortgage, hypothecation, or pledge on the assets and undertakings of the Company, both present and future, for an aggregate amount not exceeding ₹500,00,00,000 (Indian Rupees Five Hundred Crore only) outstanding at any point of time.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 6, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval by the Members as a **Special Resolution.**

By the Order of the Board
For K2 Infragen Limited

Sd/-
Jyoti Pulyani
Company Secretary and Compliance Officer
M. No. A55697

Date: September 2, 2026
Place: Gurgaon

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

Procedure for remote e-voting:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09 December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. However, in pursuant to SEBI circular no. SEBI/HO/ CFD/ CMD/CIR/P/2020/242 dated 09 December 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-Voting period commences from 09.00 Hours (IST) on 26 September 2026 to 17.00 Hours (IST) on September 28, 2026.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 22 September 2026, the cut-off date.

vi. Any person holding shares in demat/physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com.

   However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

   Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

   Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: I. Visit URL: https://eservices.nsdl.com/ II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.

Type of shareholders	Login Method
	2. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com/ II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point no.1 3. Alternatively by directly accessing the e-Voting website of NSDL I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e., KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. II. Once logged-in, 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. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL:: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'K2 Infragen Limited' -

Annual General Meeting" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email dsuhag@smdandco.in with a copy marked to evoting@kfintech.com . The scanned image of the above-mentioned documents should be in the naming format "K2 Infragen Limited"

xii. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based ion SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id. Questions /queries received by the Company till September 26, 2026(17.00 Hours IST) shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM.

E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com/ and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from September 25, 2026 (09.00 Hours IST) to September 26, 2026 (17.00 Hours IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com/ . Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from September 25, 2026 (09.00 Hours IST) to September 26, 2026(17.00 Hours IST).

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22nd September 2026 (End of Day), being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter Folio No. or DP ID, Client ID and PAN to generate a password.

i. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

ii. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS : MYEPWD <space> E-Voting Event number+ Folio No. (in case of physical shareholders) or DP ID Client ID (in case of Demat shareholders) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for physical	MYEPWD <SPACE> XXX1234567890

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Annexure - I

INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARD ON GENERAL MEETINGS IN RESPECT OF DIRECTOR(S) BEING REAPPOINTED:

Name of Director	Mr. Rajesh Tiwari
DIN	06947965
Date of Birth	14/03/1977
Age (Years)	49 years
Date of First Appointment on the Board	05/03/2015
Educational qualification	Bachelor of Commerce (B. Com).
Expertise in specific functional areas – job profile and suitability	He provides strategic guidance and oversight by promoting sound corporate governance, transparency, and accountability while safeguarding the interests of the Company and its stakeholders. He actively participates in Board deliberations to support effective decision-making and the sustainable growth of the Company.
Directorship held in other Companies (excluding foreign companies, Section 8 companies and struck off companies and our Company)	K2 Recyclers Private Limited
Name of Listed Companies in which the Director has resigned in the past three years	Nil
Memberships / Chairmanships of Committees of other Companies including the Company (excluding private Companies, Section 8 companies and foreign companies)	This Company (K2 Infragen Limited): • Nomination and Remuneration Committee - Member • Stakeholder Relationship Committee – Member Other Companies -Nil
Shareholding in the Company (as on March 31, 2026)	6,85,460 shares (5.43%)
Inter-se relationship with other directors	Brother-in-law of Mr. Pankaj Sharma, who is the Promoter and Managing Director of Company
No. of meetings of the board attended during the year ended on March 31, 2026	6 out of 7
Remuneration proposed to be paid	Nil (Eligible for Sitting fees as per Company Policy)
Remuneration last drawn	Nil
Terms & conditions of the reappointment	Liable to retire by rotation