Date: September 02, 2026

To,
BSE Ltd
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001, Maharashtra, India

Script Code: 544263

To,
National Stock Exchange of India Limited
Exchange Plaza, C-I Block G, Bandra Kurla
Complex, Bandra (East), Mumbai-400051,
Maharashtra, India

Script Symbol: KRN

ISIN: INE0Q3J01015

Subject: Notice of 9th Annual General Meeting of the Company

Dear Sir/Madam,

This is to inform that the 9th Annual General Meeting (AGM) of the Company will be held on Friday, the 25th September, 2026 at 03:00 PM (IST), through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

Pursuant to Regulation 34 read with Schedule V to the Listing Regulations, we submit herewith the Annual Report for the Financial Year ended 31st March, 2026 and the Notice convening the 9th AGM of the Company.

In compliance with the relevant Circulars issued by MCA and SEBI, the Annual Report for the Financial Year 2025-26 and the Notice convening the 9th AGM, is being sent to all the Members whose E-mail addresses are registered with the Company/ Depository Participant(s). The said documents are also being uploaded on the website of the Company at www.krnheatexchanger.com.

The Company has fixed Friday, the 18th September, 2026 as the 'cut-off date' for ascertaining the names of the Members who will be entitled to cast their votes through remote e-Voting facility during Tuesday, the 22nd September, 2026 from 9:00 A.M. (IST) to Thursday, the 24th September, 2026 till 5:00 P.M. (IST) and through e-Voting during the AGM in respect of the business to be transacted at the aforesaid AGM.

Thanking You,

For KRN Heat Exchanger and Refrigeration Limited

Jitendra Kumar Sharma
Digitally signed by Jitendra Kumar Sharma
Date: 2026.09.02 20:18:11 +05'30'

Jitendra Kumar Sharma
Company Secretary

KRN HEAT EXCHANGER AND REFRIGERATION LIMITED

CIN: L29309RJ2017PLC058905

REGISTERED OFFICE: Plot No. F-46,47,48,49, EPIP, RIICO Industrial Area Neemrana, Alwar, Rajasthan, India, 301705 | , Phone: 9116629184

Website: www.krnheatexchanger.com | Email Id: investors@krnheatexchanger.com

NOTICE

Notice is hereby given that the 9th (Ninth) Annual General Meeting (**"AGM"**) of the members ("Members or Shareholders") of **KRN Heat Exchanger and Refrigeration Limited (KRN/** the Company") will be held on Friday, September 25, 2026 at 3:00 p.m. IST through Video Conferencing (**"VC"**) / Other Audio Visual Means (**"OAVM"**), to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and Consolidated financial statements of March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Manohar Lal (DIN: 10040507), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration payable to M/s. R S Chauhan & Associates, Cost Accountants, Cost Auditor of the Company for the Financial Year ending on March 31, 2026.**

   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) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014and other applicable provisions of the Companies Act, 2013(including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. R S Chauhan & Associates, Cost Accountants (FRN: 003517), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company for conducting audit of the cost records of the Company for the financial year 2026-27, , amounting to Rs. 1,50,000/- (Rupees one lakh fifty thousand only) plus applicable tax and reimbursement of out-of- pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may consider necessary and proper to give effect to this resolution."

4. **To approve the revision in remuneration of Mr. Santosh Kumar Yadav, Chairman and Managing Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended from time to time, Articles of Association of the Company, Nomination and Remuneration Policy of the Company or other necessary approvals, if any, as may be required, under any enactment or law for the time being in force, and on the recommendation of Nomination and Remuneration Committee and approval of the Board of directors, the consent of Members of the Company, be and is hereby accorded for the payment of revised remuneration to Mr. Santosh Kumar Yadav (DIN: 07789940), Chairman and Managing Director of the Company, w.e.f. 1st April, 2026 as detailed below:

   a) Salary of Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs Only) per annum (inclusive of basic salary, house rent allowance, special allowance, conveyance allowance, medical allowance and any other allowance).

   b) In addition to above Salary, Mr. Santosh Kumar Yadav shall be entitled to Company maintained car with driver, reimbursement of expenses including telephone/cell phone/internet expenses/ travel expenses incurred for the purpose of the business of the Company, medical insurance premium for self and family, health & personal accident insurance, leave encashment and gratuity etc. as per the policies of the Company and as may be decided by the Board from time to time.

c) The following perquisites shall not be included in the computation of the ceiling on remuneration:

   i) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

   ii) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

   iii) encashment of leave at the end of the tenure.

d) No sitting fees shall be paid to Mr. Santosh Kumar Yadav for attending the meeting of the Board of Directors or Committee(s) thereof.

e) No severance fees will be paid to Mr. Santosh Kumar Yadav.

RESOLVED FURTHER THAT in the event of Company having no profit or inadequate profit in any financial year, during the tenure of Mr. Santosh Kumar Yadav, the aforesaid remuneration including allowances and perquisites shall be paid as the minimum remuneration payable to him subject to the necessary approvals, if any, and in accordance with the applicable provisions of the Act and the Listing Regulations.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including the delegation of all or any of its powers conferred on the Board vide this resolution to any Committee of the Board or official(s) of the Company and to settle any question, difficulty or doubt that may arise to give effect to the same."

5. To approve the revision in remuneration of Mrs. Anju Devi, Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended from time to time, Articles of Association of the Company, Nomination and Remuneration Policy of the Company or other necessary approvals, if any, as may be required, under any enactment or law for the time being in force, and on the recommendation of Nomination and Remuneration Committee and approval of the Board of directors, the consent of Members of the Company, be and is hereby accorded for the payment of revised remuneration to Mrs. Anju Devi (DIN: 06858442), Whole-time Director of the Company, w.e.f. 1st April, 2026 as detailed below:

a) Salary of Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) per annum (inclusive of basic salary, house rent allowance, special allowance, conveyance allowance, medical allowance and any other allowance).

b) In addition to above Salary, Mrs. Anju Devi shall be entitled to Company maintained car with driver, reimbursement of expenses including telephone/ cell phone/internet expenses/ travel expenses incurred for the purpose of the business of the Company, medical insurance premium for self and family, health & personal accident insurance, leave encashment and gratuity etc. as per the policies of the Company and as may be decided by the Board from time to time.

c) The following perquisites shall not be included in the computation of the ceiling on remuneration:

   i) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

   ii) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

   iii) encashment of leave at the end of the tenure.

d) No sitting fees shall be paid to Mrs. Anju Devi for attending the meeting of the Board of Directors or Committee(s) thereof.

e) No severance fees will be paid to Mrs. Anju Devi.

RESOLVED FURTHER THAT in the event of Company having no profit or inadequate profit in any financial year, during the tenure of Mrs. Anju Devi, the aforesaid remuneration including allowances and perquisites shall be paid as the minimum remuneration payable to him subject to the necessary approvals, if any, and in accordance with the applicable provisions of the Act and the Listing Regulations.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including the delegation of all or any of its powers conferred on the Board vide this resolution to any Committee of the Board or official(s) of the Company and to settle any question, difficulty or doubt that may arise to give effect to the same."

By the order of the Board
For KRN Heat Exchanger and Refrigeration Limited

Jitendra Kumar Sharma
Company Secretary & Compliance officer
ACS 65048

Place: Neemrana
Date: August 12, 2026

NOTES

1. The Ministry of Corporate Affairs ("MCA") with reference to Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 latest being 003/2025 dated September 22, 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs (MCA) and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time (collectively referred to as the "Circulars"), the 9th AGM of the Company will be conducted through VC/ OAVM, without the physical presence of the Members. The deemed venue for the 9th AGM shall be the Registered Office of the Company.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the 9th Annual General Meeting (AGM) as set out under Item Nos. 3, 4 and 5 and Details as required under Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standard - 2 in respect of the Directors/ Auditors seeking appointment/ re-appointment at the AGM are annexed hereto as Annexure - A to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosures/consent from the Directors seeking re-appointment.

3. Members may join the AGM through VC/ OAVM facility, by following the procedure as mentioned in the notice and the facility for participation shall be kept open for the members at least 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to start the AGM.

4. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of 1000 members on a first-come-first-served basis. The large members (i.e. members 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. can attend the AGM without any restriction on first-come first-served basis. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 9th AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency and NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/ OAVM facility and for e-Voting during the AGM.

7. In terms of the MCA Circulars, the Notice convening the AGM and Annual Report for the financial year ended 31st March, 2026, will be available on the website of the Company at www.krnheatexchanger.com, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and NSDL at www.evoting.nsdl.com.

8. In compliance with 'MCA Circulars' and 'SEBI Circulars', Notice of AGM and Annual Report for the financial year ended 31st March, 2026, are being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes. Further a Letter is being sent to shareholders providing a web link for accessing the Notice of AGM and Annual Report for the Financial Year 2025-26 at their registered address to those shareholders whose email addresses had not registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website at www.krnheatexchanger.com and on websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the NSDL www.evoting.nsdl.com. Members can attend and participate in the AGM through VC/ OAVM facility only.

9. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year ended 31st March, 2026, and Notice convening the AGM of the Company, he/ she may send request to the Company's e-mail address at

investors@krnheatexchanger.com mentioning the DP ID and Client ID.

10. Members who would like to express their views/ask questions during the meeting, may register themselves as a speaker and/or send their questions at least 7 days in advance i.e. on or before 3.00 P.M. on Friday, the September 18, 2026, by mentioning their name, demat account number, email id, mobile number at email: investors@krnheatexchanger.com to enable the Company to reply suitably during the AGM. The Chairman will endeavour to respond to the same at the AGM. Queries received after this time and date may not be responded to at the AGM. Further, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and All the documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company at investors@ krnheatexchanger.com for an inspection of said documents. Further abovementioned documents will be available electronically for inspection by the Members during the AGM.

12. Members holding shares in dematerialised form:

    a) may contact their Depository Participant(s) for recording nomination in respect of their shares.

    b) are requested to intimate all changes pertaining to their bank details, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.

13. Members holding the shares in physical form are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

14. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. Members can avail the facility of nomination, in respect of the equity shares held by them, in accordance with the provisions of Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Members, who are desiring to avail this facility may send their nomination in the prescribed Form No. SH-13. If, a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she should submit their request in Form No. ISR-3 or SH-14, as the case may be.. Members are requested to submit the said details to their respective DPs, in case the equity shares are held by them, in dematerialized form and to the Company's RTA, in case the equity shares are held by them, in physical form, quoting their folio number.

15. Since the AGM will be held through VC/ OAVM, the facility to appoint proxy to attend and cast vote for the Members is not available for the AGM. Therefore, the route map, proxy form and attendance slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/ Corporate Shareholders are required to send a scanned copy of their Board or Governing Body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-Voting/ e-Voting. The said resolution/ authorization shall be sent to Scrutinizer by email at cs@csdeepakarora.com and to NSDL by email at evoting@nsdl.com and to the Company at investors@krnheatexchanger.com.

16. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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

The remote e-voting period begins on Tuesday, the September 22, 2026 at 9:00 A.M. and ends on Thursday, the September 24, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

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

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

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 141364 then user ID is 141364001***

5. Password details for shareholders other than Individual shareholders are given below :

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   (a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   (b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@csdeepakarora.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@krnheatexchanger.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@krnheatexchanger.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@krnheatexchanger.com. The same will be replied by the company suitably.

Other instructions:

1. The Board of Directors appointed **Ms. Heena Lakhani,** Partner, Deepak Arora & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

2. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days or not later than 3 (three) days, whichever is earlier, of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of voting forthwith.

3. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results shall be declared within two working days of conclusion of the AGM of the Company. The results along with Scrutiniser's Report shall be placed on the website of the Company at www.krnheatexchanger.com and NSDL at evoting@nsdl.com and will simultaneously be submitted to the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 3

The Board of directors, based on the recommendation of the Audit Committee, at its meeting held on August 12, 2026 has approved the appointment and remuneration of M/s. R S Chauhan & Associates, Cost Accountants (Firm Registration No. 003517), as Cost Auditors of the Company for the financial year 2026-27 at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, to conduct the audit of cost records pertaining to its Manufacturing of Heat Exchangers and other HVAC Products business as maintained by the Company.

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in passing the aforesaid resolution set out in Item No. 3, except to the extent of their shareholding in the Company.

The Board recommends the resolution proposed at Item No. 3, for the approval of Members as an Ordinary Resolution.

Item No. 4

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14th May, 2026 approved the revision of remuneration payable to Mr. Santosh Kumar Yadav, Chairman & Managing Director of the Company effective from 01st April, 2026. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Santosh Kumar Yadav as mentioned below.

Terms and Conditions:

i) Salary of Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs Only) per annum (inclusive of basic salary, house rent allowance, special allowance, conveyance allowance, medical allowance and any other allowance).

ii) In addition to above Salary, Mr. Santosh Kumar Yadav shall be entitled to Company maintained car with driver, reimbursement of expenses including telephone/cell phone/internet expenses/ travel expenses incurred for the purpose of the business of the Company, medical insurance premium for self and family, health & personal accident insurance, leave encashment and gratuity etc. as per the policies of the Company and as may be decided by the Board from time to time.

iii) The following perquisites shall not be included in the computation of the ceiling on remuneration:

  a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

  b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

  c) encashment of leave at the end of the tenure.

The Nomination and Remuneration Committee (NRC), after taking into account the financial position of the Company (including effective capital), trend in the industry, qualifications, experiences, past performances, remunerations and other determining factors, recommended to the Board, increase in their salary for their remaining tenure of 5 years. The Board, in its meeting held on 14th May, 2026, keeping in view of their contribution in the tremendous growth of the Company and on the recommendation of NRC, has, subject to the approval of the Members of the Company, proposed to increase their remuneration as set out in Resolution No. 4 for their remaining tenure of five years from The Audit Committee has also approved the said increase in remuneration of MD & WTD.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company to its Directors, including Managing Director and Whole Time Director, in any financial year shall not exceed 11% of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, the Company may pay remuneration in excess of the said limit with the approval of shareholders and in compliance with the provisions of Schedule V of the Act.

Further, the remuneration payable to anyone managing director or whole-time director shall not exceed 5% of the net profits of the company and if there are more than one such director, the remuneration shall not exceed 10% of the net profits to all such directors taken together.

Except Mrs. Anju Devi, none of the other Directors and Key Managerial Personnel of the Company or their relatives in anyway, concerned or interested in the said resolutions.

Hence, Board recommend Special Resolution set out at item no. 4 of this notice, for approval of the members.

Item No. 5

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14th May, 2026 approved the revision of remuneration payable to Mrs. Anju Devi, Whole-time Director of the Company effective from 01st April, 2026. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mrs. Anju Devi as mentioned below.

Terms and Conditions:

i) Salary of Rs. 84,00,000/- (Rupees Eighty Four Lakhs Only) per annum (inclusive of basic salary, house rent allowance, special allowance, conveyance allowance, medical allowance and any other allowance).

ii) In addition to above Salary, Mrs. Anju Devi shall be entitled to Company maintained car with driver, reimbursement of expenses including telephone/cell phone/internet expenses/ travel expenses incurred for the purpose of the business of the Company, medical insurance premium for self and family, health & personal accident insurance, leave encashment and gratuity etc. as per the policies of the Company and as may be decided by the Board from time to time.

iii) The following perquisites shall not be included in the computation of the ceiling on remuneration:

   a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

   b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

   c) encashment of leave at the end of the tenure.

The Nomination and Remuneration Committee (NRC), after taking into account the financial position of the Company (including effective capital), trend in the industry, qualifications, experiences, past performances, remunerations and other determining factors, recommended to the Board, increase in their salary for their remaining tenure of 5 years. The Board, in its meeting held on 14th May, 2026, keeping in view of their contribution in the tremendous growth of the Company and on the recommendation of NRC, has, subject to the approval of the Members of the Company, proposed to increase their remuneration as set out in Resolution No. 5 for their remaining tenure of five years from The Audit Committee has also approved the said increase in remuneration of MD & WTD..

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company to its Directors, including Managing Director and Whole Time Director, in any financial year shall not exceed 11% of the net profits of the company for that financial year computed in the manner laid down in Section 198 of the Act. However, the Company may pay remuneration in excess of the said limit with the approval of shareholders and in compliance with the provisions of Schedule V of the Act.

Further, the remuneration payable to anyone managing director or whole time director shall not exceed 5% of the net profits of the company and if there are more than one such director, the remuneration shall not exceed 10% of the net profits to all such directors taken together.

Except Mrs. Anju Devi, none of the other Directors and Key Managerial Personnel of the Company or their relatives in anyway, concerned or interested in the said resolutions.

Hence, Board recommend Special Resolution set out at item no. 5 of this notice, for approval of the members.

By the order of the Board
For KRN Heat Exchanger and Refrigeration Limited

Jitendra Kumar Sharma
Company Secretary & Compliance officer
ACS 65048

Place: Neemrana
Date: August 12, 2026

ANNEXURE-A

INFORMATION OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 9TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ('SS-2'), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS:

Name of Director	Mr. Santosh Kumar Yadav	Mrs. Anju Devi	Mr. Manohar Lal
Age/Date of Birth	45 Years/17-11-1980	44 Years/14-04-1982	48 Years/28-02-1977
DIN	07789940	06858442	10040507
Qualification	Diploma in Business Management and Diploma in Mechanical Engineering.	Secondary Education	Secondary Education
Nationality	Indian	Indian	Indian
Brief resume and experience	He is the Promoter, Chairman and Managing Director of Company. He has more than 20 years of experience in the business of manufacturing heat exchangers and refrigeration units. In his capacity as a Chairman and Managing Director, he mentors, guides and provides perspective to the Board and Management of the Company for strategic planning and enriching the brand for long run. He has been appointed as a Director on the Board of the Company since incorporation	She is the Promoter, whole-time Director of the Company. She has an experience in the Managing Human Resource Functions and playing a key role in the operations and growth of the Company. She has been appointed as a Director on the Board of the Company Since incorporation.	He is the Non-Executive Director of our Company. He passed his Secondary examination, administered by the Board of Secondary Education, Rajasthan in 1995. He has effective leadership skills and motivation skills, and he is enthusiastic with a very futuristic approach towards the company. He joined our Company as a Non-Executive Director in the year 2023.
Remuneration Last drawn & sought to be paid	As provided in the Corporate Governance Report	As provided in the Corporate Governance Report	As provided in the Corporate Governance Report
Date of first appointment on the Board	25th August, 2017	25th August, 2017	14th March, 2023
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company	As provided in Corporate governance report	As provided in Corporate governance report	As provided in the Corporate Governance Report
Directorship held in other Companies on 31st March, 2026 [along with listed entities from which the person has resigned in the past three years];	1. KRN HVAC Products Private Limited 2. KRNCoils Private Limited	1. KRN HVAC Products Private Limited 2. KRNCoils Private Limited	Nil
Memberships/ Chairmanship of committees of other companies as on 31st March, 2026 [along with listed entities from which the person has resigned in the past three years];	Nil	Nil	Nil

Name of Director	Mr. Santosh Kumar Yadav	Mrs. Anju Devi	Mr. Manohar Lal
Shareholding in the Company (Equity)	2,02,99,950	2,37,00,000	10
Inter-se Relationship with other Directors/ Manager/ other Key Managerial Personnel	He is a brother of Mr. Manohar Lal and husband of Mrs. Anju Devi.	She is Spouse of Mr. Santosh Kumar Yadav and Sister in Law of Mr. Manohar Lal.	He is brother of Mr. Santosh Kumar Yadav and Brother-in-Law of Mrs. Anju Devi.
Number of Board meetings attended during the financial year 2025-26	09 out of 09	06 out of 09	09 out of 09
Justification for choosing the appointee for appointment as Independent Director	NA	NA	NA
the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	NA