



PRESSTONIC

You visualize... We realize

CIN: L28995KA2021PLC145718

Ref: Presstonic/NSE /43/2026

Date: 26/05/2026

To,
The Manager
Listing and Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

Symbol: PRESSTONIC

We have enclosed herewith the Postal Ballot notice for seeking approval of Members of the Company regarding the re-appointment of the Managing Director and Joint Managing Director of the Company, as well as the approval of their remuneration.

The Notice has been sent to the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email IDs are registered with the Company/ Depositories as on Friday, 22nd May, 2026 (Cut-off Date). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

The remote e-voting period begins on Wednesday, May 27, 2026 at 9:00 A.M. (IST), and ends on Thursday, June 25, 2026 at 5:00 P.M. (IST).

This is for your information and records.

Yours faithfully,
For **PRESSTONIC ENGINEERING LIMITED**

HERGA POORNACHANDRA KEDILAYA
Managing Director
DIN: 09120129

Enclosed: As stated above

PRESSTONIC ENGINEERING LIMITED

Registered Office Address: Khata No. 161, Site # 275 & 276, 14th & 15th Cross, Kareem Saab
Layout, Peenya, Hegganhalli, Vishwaneedam, Bengaluru -560091, Karnataka, INDIA
Email ID- cs@presstonengg.co, Contact No: 080-29905570
Website: www.presstonic.com



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, May 27, 2026 at 9:00 a.m. (IST)	Thursday, June 25, 2026 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with Rule 20, and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/ 2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), applicable SEBI Circulars, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

POSTAL BALLOT NOTICE



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating remote e-voting. The Company has made necessary arrangements with Cameo Corporate Services Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The remote e-voting period begins on Wednesday, May 27, 2026 at 9:00 A.M. (IST), and ends on Thursday, June 25, 2026 at 5:00 P.M. (IST). The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than 2 Working days from the conclusion of the e-voting to the Stock Exchange i.e., National Stock Exchange of India Limited (NSE-EMERGE). The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The results will be available on the Company’s website <https://www.presstonic.com/> and on the website of National Securities Depository Limited (“NSDL”) <https://www.evoting.nsdl.com>.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on June 25, 2026. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The last date of e-voting, i.e. **June 25, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1.

RE-APPOINTMENT OF MR. HERGA POORNACHANDRA KEDILAYA (DIN:09120129) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOVED THAT pursuant to the provisions of Sections 2(54), 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and based on recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded to re-appoint Mr. Herga



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

Poornachandra Kedilaya (DIN: 09120129) as Managing Director of the Company for a period of Five (5) years with effect from 3rd July, 2026 to 2nd July, 2031, who shall be liable to retire by rotation, on such terms and conditions set out in the Explanatory Statement annexed to the Postal Ballot notice, with liberty to the Board of Directors of the Company to alter terms and conditions of the said re-appointment.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment/suggestion/observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** any Director of the Company and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things which may be necessary for giving effect to this resolution.”

ITEM NO. 2

APPROVAL OF THE REMUNERATION PAYABLE TO MR. HERGA POORNACHANDRA KEDILAYA (DIN: 09120129), MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the Provisions of Sections 197 and 198, read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and based on recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded to the payment of remuneration to Mr. Herga Poornachandra Kedilaya (DIN: 09120129), Managing Director of the Company, and other terms and conditions as follows:

- a) Period of Appointment: From 03-07-2026 to 02-07-2031.
- b) Remuneration:
 - (i) Salary: Up-to Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum for the FY 2026-27.
 - (ii) Salary For the Financial Years 2027-28 to 2028-29: The Board of Directors ((including its committee thereof, if any) shall have the authority to



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum.

(iii) Perquisites and other Amenities: Free use of the Company's Car with Driver for the Business of the Company.

c) Minimum Remuneration:

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

d) Nature of Duties & Powers:

Mr. Herga Poornachandra Kedilaya (DIN: 09120129), Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

e) Mr. Herga Poornachandra Kedilaya shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof."

"RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) subject to overall remuneration of Rs. 72.00 Lakhs per annum as specified above."

"RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things which may be necessary for giving effect to this resolution."

ITEM NO. 3

RE-APPOINTMENT OF MR. YERMAL GIRIDHAR RAO (DIN: 09120130), AS JOINT MANAGING DIRECTOR OF THE COMPANY:



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and based on recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company, be and is hereby accorded to re-appoint Mr. Yermal Giridhar Rao (Din: 09120130) as Joint Managing Director of the Company for a period of Five (5) years with effect from 3rd July, 2026 to 2nd July, 2031 who shall be liable to retire by rotation, on such terms and conditions set out in the Explanatory Statement annexed to the Postal Ballot notice, with liberty to the Board of Directors of the Company to alter terms and conditions of the said re-appointment.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment/suggestion/observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things which may be necessary for giving effect to this resolution.”

ITEM NO. 4

APPROVAL OF THE REMUNERATION PAYABLE TO MR. YERMAL GIRIDHAR RAO (DIN: 09120130), JOINT MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 197 and 198, read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable provisions of Articles of Association of the Company and based on recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

Company, be and is hereby accorded to the payment of remuneration to Mr. Yermal Giridhar Rao (DIN: 09120130), Joint Managing Director of the Company and other terms and conditions as follows:

- a) Period of Appointment: From 03-07-2026 to 02-07-2031.
- b) Remuneration:
 - I. Salary: Up-to Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum for the FY 2026-27.
 - II. Salary For the Financial Years 2027-28 to 2028-29: The Board of Directors ((including its committee thereof, if any) shall have the authority to vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum.
 - III. Perquisites and other Amenities: Free use of the Company's Car with Driver for the Business of the Company.
- c) Minimum Remuneration:

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.
- d) Nature of Duties & Powers:

Mr. Yermal Giridhar Rao (DIN: 09120130), Joint Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.
- e) Mr. Yermal Giridhar Rao shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof."



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

“RESOLVED FURTHER THAT, the Board of Directors, be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) subject to overall remuneration of Rs. 72.00 Lakhs per annum as specified above.”

“RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things which may be necessary for giving effect to this resolution.”

By the order of the Board of Directors

For **PRESSTONIC ENGINEERING LIMITED**

Sd/-

HERGA POORNACHANDRA KEDILAYA

Managing Director

DIN: 09120129

Date: 26.05.2026

Place: Bengaluru

Registered Office Address:

Khata No. 161, Site # 275 & 276,

14th & 15th Cross, Kareem Saab Layout,

Peenya, Hegganhalli, Vishwaneedam,

Bengaluru -560091, Karnataka, INDIA

Email ID- cs@presstonengg.co, Contact No: 080-29905570

Website: www.presstonic.com



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolution proposed to be passed is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear in the Register of members / List of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository participant(s), as on **Friday, May 22, 2026 (“Cut-off Date”)**. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.presstonic.com/>. The Notice can also be accessed from the website of the Stock Exchange i.e. NSE at <https://www.nseindia.com/>. The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the Cameo Corporate Services Limited by sending an e-mail at investor@cameoindia.com or to the Company at cs@presstonengg.co.



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

5. The Board of Directors has appointed Mr. Shylendrakumar T. R. Practising Company Secretary having Membership No. A10914 as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.
6. Resolution, if passed by the Members through postal ballot would be deemed to have been duly passed on the last date specified for the remote e-voting i.e. **Thursday, June 25, 2026** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General meeting of Members convened in that behalf.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at evoting@nsdl.com or to the Company at cs@presstonengg.co.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, Secretarial Standards-2, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions, and 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 remote e-voting facilities. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL / NSDL is given below:

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 for Individual shareholders holding securities in demat mode:



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

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




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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="549 790 1461 1173">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.<li data-bbox="549 1227 1461 1653">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="549 1738 1461 1888">3. 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



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

	<p>4. 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="762 1048 1273 1361" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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. 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.</p>



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

	<p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

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



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

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 cs@presstonengg.co.
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 cs@presstonengg.co. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting 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.



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the "ACT") AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LODR")

ITEM NO. 1.

RE-APPOINTMENT OF MR. HERGA POORNACHANDRA KEDILAYA (DIN:09120129) AS MANAGING DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company at its meeting held on May 19, 2026, has approved the proposal of re-appointment of Mr. Herga Poornachandra Kedilaya (DIN: 09120129) as Managing Director of the Company for a period of Five (5) years with effect from 3rd July, 2026 to 02-07-2031 upon the terms and conditions as determined by Nomination Remuneration Committee, as his current term as a Managing Director expires on 02.07.2026.

Mr. Herga Poornachandra Kedilaya is having around 29 years of Industrial Leadership Experience across diverse industry domains like Metro Rail, Solar, HVAC and Domestic Household Accessories. Keeping in view that Mr. Herga Poornachandra Kedilaya has rich and varied experience in the industry and has been involved in the operations since inception of the Company; it would be in the interest of the Company to re-appoint Mr. Herga Poornachandra Kedilaya as the Managing Director.

The terms and conditions of the said appointment may be altered and varied from time to time, by the Board of Directors.

Accordingly, approval of members is sought for passing the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice.

Except Mr. Herga Poornachandra Kedilaya and Ms. Manjula Tadipatri, Non-Executive Director of the Company, no other Director and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 1 of this Postal Ballot Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

ITEM NO. 2.

APPROVAL OF THE REMUNERATION PAYABLE TO MR. HERGA POORNACHANDRA KEDILAYA (DIN: 09120129), MANAGING DIRECTOR OF THE COMPANY:



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company at its meeting held on May 19, 2026, has approved the proposed remuneration and key terms and conditions as given below:-

- a. Period of Appointment: From 03-07-2026 to 02-07-2031.
- b. Remuneration:
 - i. Salary: Up-to Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum for the FY 2026-27.
 - ii. Salary For Financial Years 2027-28 to 2028-29: The Board of Directors ((including its committee thereof, if any) shall have the authority to vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum.
 - iii. Perquisites and other Amenities: Free use of the Company's Car with Driver for the Business of the Company.
- c. Minimum Remuneration: In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.
- d. The terms and conditions of the remuneration may be altered and varied from time to time, by the Board of Directors.
- e. Mr. Herga Poornachandra Kedilaya shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof.

Accordingly, approval of members is sought for passing the Special Resolution set out at Item No. 2 of this Postal Ballot Notice.

Except Mr. Herga Poornachandra Kedilaya and Ms. Manjula Tadipatri, Non-Executive Director of the Company, no other Director and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 2 of this Postal Ballot Notice.



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

The Board of Directors recommend the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

ITEM NO. 3.

RE-APPOINTMENT OF MR. YERMAL GIRIDHAR RAO (DIN: 09120130), AS JOINT MANAGING DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company at its meeting held on May 19, 2026, has approved the proposal of re-appointment of Mr. Yermal Giridhar Rao (DIN: 09120130) as Joint Managing Director of the Company for a period of Five (5) years with effect from 3rd July, 2026 to 02-07-2031 upon the terms and conditions as determined by Nomination Remuneration Committee in consultancy with Board as his current term as a Joint Managing Director expires on 02.07.2026.

Mr. Yermal Giridhar Rao is having around 30 years of industrial leadership experience, particularly in the metro rail sector and he has successfully led cross-functional teams in areas such as design, product development, procurement, strategic planning and manufacturing. Having been deeply involved in the Company's operations since its inception, his profound institutional knowledge, proven track record, and continuity of leadership are considered vital to driving the Company's ongoing success and strategic growth. Consequently, the Board recommends his re-appointment as Joint Managing Director.

The terms and conditions of the said appointment may be altered and varied from time to time, by the Board of Directors.

Accordingly, approval of members is sought for passing the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice.

Except Mr. Yermal Giridhar Rao and Ms. Vidyalakshmi Rao, Non-Executive Director of the Company, no other Director and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 3 of this Postal Ballot Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

ITEM NO. 4.

APPROVAL OF THE REMUNERATION PAYABLE TO MR. YERMAL GIRIDHAR RAO (DIN: 09120130), JOINT MANAGING DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company at its meeting held on May 19, 2026, has approved the proposed remuneration and key terms and conditions as given below:-

POSTAL BALLOT NOTICE



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

- a. Period of Appointment: From 03-07-2026 to 02-07-2031.
- b. Remuneration:
 - I. Salary: Up-to Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum for the FY 2026-27.
 - II. Salary For Financial Years 2027-28 to 2028-29: The Board of Directors ((including its committee thereof, if any) shall have the authority to vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum.
 - III. Perquisites and other Amenities: Free use of the Company's Car with Driver for the Business of the Company
- c. Minimum Remuneration: In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to him as minimum remuneration subject to the limit as prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.
- d. The terms and conditions of the remuneration may be altered and varied from time to time, by the Board of Directors.
- e. Mr. Yermal Giridhar Rao shall not be paid any sitting fees for attending the Meetings of the Board of Directors and/or Committee(s) thereof.

Accordingly, approval of members is sought for passing the Special Resolution set out at Item No. 4 of this Postal Ballot Notice.

Except Mr. Yermal Giridhar Rao and Ms. Vidyalakshmi Rao, Non-Executive Director of the Company, no other Director and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 4 of this Postal Ballot Notice.

The Board of Directors recommend the Special Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the members.



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

The information as required to be disclosed under Secretarial Standard-2 read with Regulation 36 of the SEBI Listing Regulations and Section II of Part II of Schedule V to the Act, forms part of this Notice and enclosed in **Annexure I** and **Annexure II**.

By the order of the Board of Directors

For **PRESSTONIC ENGINEERING LIMITED**

Sd/-

HERGA POORNACHANDRA KEDILAYA

Managing Director

DIN: 09120129

Date: 26.05.2026

Place: Bengaluru

Registered Office Address:

Khata No. 161, Site # 275 & 276,

14th & 15th Cross, Kareem Saab Layout,

Peenya, Hegganhalli, Vishwaneedam,

Bengaluru -560091, Karnataka, INDIA

Email ID- cs@presstonengg.co, Contact No: 080-29905570

Website: www.presstonic.com



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

ANNEXURE -I

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR RE-APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS

A. RE-APPOINTMENT OF MR. HERGA POORNACHANDRA KEDILAYA (DIN:09120129) AS MANAGING DIRECTOR OF THE COMPANY:

Name of the Director	Herga Poornachandra Kedilaya
Directors Identification Number (DIN)	09120129
Date of Birth	08-07-1971
Age	55 years
Qualification	Bachelor in Engineering from Bangalore University
Areas of experience	29 years of Industrial Leadership Experience across diverse industry domains like Metro rail, Solar, HVAC and Domestic Household Accessories.
List of Directorship held in other Companies	Nil
Designation (at which appointment was made)	Managing Director
Original Date of Appointment	23-03-2021; Re-designated as Managing Director w.e.f. 03-07-2023
Listed entities from which the person has resigned in the past three years	Nil
Names of listed entities in which the person also holds the Directorship	Nil
Chairman/ Member of Committees of other Companies	Nil



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

Chairman/ Member of Committees of the Company	Member in Audit Committee, Stakeholders' Relationship Committee, Risk Management Committee
Relationship between Directors inter se	Ms. Manjula Tadipatri, Non-Executive Director is spouse of Herga Poornachandra Kedilaya
Remuneration last drawn and Proposed to be paid	Remuneration last drawn: Rs. 21.00 Lakhs Per Annum Proposed to be paid: Up-to Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum for the FY 2026-27 and Salary For the Financial Years 2027-28 to 2028-29: The Board of Directors ((including its committee thereof, if any) shall have the authority to vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum.
No. of shares held in the Company	33,52,340 Equity Shares
Terms and conditions of re-appointment	Period of Appointment: From 03-07-2026 to 02-07-2031. Liable to retire by rotation. Entitled to receive remuneration as specified in Item No. 2 of this Postal Ballot notice. No sitting fees will be provided for attending meetings of the Board or any Committees of which he is a member.
No. of Board Meetings attended during Financial Year 2025-26	8



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

I. GENERAL INFORMATION:

1	Nature of Industry	Manufacturing Industry (Metro Rail Rolling Stock Products and Metro Rail Signalling Products)																												
2	Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).																												
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																												
4	Financial performance based on given indicators	<p style="text-align: right;">(₹. In lakhs)</p> <table border="1"><thead><tr><th>Particulars</th><th>FY* 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr></thead><tbody><tr><td>Share Capital</td><td>1,524.11</td><td>770.75</td><td>770.75</td></tr><tr><td>Reserves & Surplus</td><td>3,858.30</td><td>1,797.63</td><td>1,711.23</td></tr><tr><td><i>Total</i></td><td><i>5,382.41</i></td><td><i>2,568.38</i></td><td><i>2,481.98</i></td></tr><tr><td>Total Revenue</td><td>4,080.31</td><td>2,144.07</td><td>2,708.13</td></tr><tr><td>Profit Before Tax</td><td>316.64</td><td>88.87</td><td>267.46</td></tr><tr><td><i>Profit After Tax</i></td><td><i>259.74</i></td><td><i>86.40</i></td><td><i>252.55</i></td></tr></tbody></table> <p>*FY 2025-26, have been approved by the Audit Committee and Board of Directors vide their Resolution dated 19th May, 2026.</p>	Particulars	FY* 2025-26	FY 2024-25	FY 2023-24	Share Capital	1,524.11	770.75	770.75	Reserves & Surplus	3,858.30	1,797.63	1,711.23	<i>Total</i>	<i>5,382.41</i>	<i>2,568.38</i>	<i>2,481.98</i>	Total Revenue	4,080.31	2,144.07	2,708.13	Profit Before Tax	316.64	88.87	267.46	<i>Profit After Tax</i>	<i>259.74</i>	<i>86.40</i>	<i>252.55</i>
Particulars	FY* 2025-26	FY 2024-25	FY 2023-24																											
Share Capital	1,524.11	770.75	770.75																											
Reserves & Surplus	3,858.30	1,797.63	1,711.23																											
<i>Total</i>	<i>5,382.41</i>	<i>2,568.38</i>	<i>2,481.98</i>																											
Total Revenue	4,080.31	2,144.07	2,708.13																											
Profit Before Tax	316.64	88.87	267.46																											
<i>Profit After Tax</i>	<i>259.74</i>	<i>86.40</i>	<i>252.55</i>																											
5	Foreign investments or collaborations, if any.	Not Applicable																												

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	Mr. Herga Poornachandra Kedilaya Qualification: Bachelor in Engineering from Bangalore University Experience: 29 years of Industrial Leadership Experience across diverse industry domains like Metro rail, Solar, HVAC and Domestic Household Accessories.
---	--------------------	---



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

2	Past remuneration	Rs. 21.00 Lakhs Per Annum
3	Recognition or awards	N.A.
4	Job profile and his suitability	Keeping in view that Mr. Herga Poornachandra Kedilaya has rich and varied experience in the industry and has been involved in the operations since inception of the Company, he is suitable for the position of Managing Director.
5	Remuneration proposed	As set out in Resolution and the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering Mr. Herga Poornachandra Kedilaya's rich experience and knowledge and for the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel 15[or other director], if any.	Mr. Herga Poornachandra Kedilaya is Promoter and Managing Director of the Company. Ms. Manjula Tadipatri, Non-Executive Director is spouse of Mr. Herga Poornachandra Kedilaya

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	Due to a temporary increase in input costs and the deferral of deliveries several major orders, the Company's profits for FY 2025-26 are insufficient to cover managerial remuneration within the standard prescribed limits as per the Law. With a strong pipeline of Rs. 150 crores in confirmed orders, the Board of Directors anticipates significant profit growth in the coming years, hence recommended an increase in directors' remuneration.
2	Steps taken or proposed to be taken for improvement	As part of Company's diversification strategy, it has been expanded into the manufacturing and supply of non-rail and metro products. To support our growing order book, the Company is strategically investing in advanced plant and machinery, integrating several high-tech assets into our production line.
3	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

4	Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice
5	Details of fixed component. and performance linked incentives along with the performance criteria and Service contracts, notice period, severance fee	It has already been disclosed in Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2024-25 and the same will also be disclosed in the Annual Report for the F.Y. 2025-26 and onwards.
6	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

to be continued



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

ANNEXURE -II

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR RE-APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS

B. RECOMMEND TO THE MEMBERS FOR THE RE-APPOINTMENT OF MR. YERMAL GIRIDHAR RAO (DIN: 09120130), AS JOINT MANAGING DIRECTOR OF THE COMPANY:

Name of the Director	Mr. Yermal Giridhar Rao
Directors Identification Number (DIN)	09120130
Date of Birth	13.03.1970
Age	56 years
Qualification	Master of Technology from Mangalore University
Experience including Nature of expertise in specific functional areas	With 30 years of industrial leadership experience, particularly in the metro rail sector and he has successfully led cross-functional teams in areas such as design, product development, procurement, strategic planning and manufacturing.
List of Directorship held in other Companies	Nil
Designation (at which appointment was made)	Joint Managing Director & CFO
Original Date of Appointment	23-03-2021; Re-designated as Joint Managing Director & CFO w.e.f. 03-07-2023
Listed entities from which the person has resigned in the past three years	Nil
Names of listed entities in which the person also holds the Directorship	Nil



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

Chairman/ Member of Committees of other Companies	Nil
Chairman/ Member of Committees of the Company	Member in Stakeholders' Relationship Committee and Risk Management Committee
Relationship between Directors inter se	Ms. Vidyalakshmi Rao, Non-Executive Director of the Company is spouse of Mr. Yermal Giridhar Rao
Remuneration last drawn and Proposed to be paid	Remuneration last drawn: Rs. 21.00 Lakhs Per Annum Proposed to be paid: Up-to Rs. 36,00,000/- (Rupees Thirty-Six Lakhs only) per annum for the FY 2026-27 and Salary For the Financial Years 2027-28 to 2028-29: The Board of Directors ((including its committee thereof, if any) shall have the authority to vary/alter the remuneration in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. The actual remuneration for each financial year shall be determined by the Board within an overall remuneration limit of up to ₹ 72,00,000/- (Rupees Seventy Two Lakhs only) per annum.
No. of shares held in the Company	33,52,340 Equity Shares
Terms and conditions of re-appointment	Period of Appointment: From 03-07-2026 to 02-07-2031. Liable to retire by rotation. Entitled to receive remuneration as specified in Item No. 4 of this Postal Ballot notice. No sitting fees will be provided for attending meetings of the Board or any Committees of which he is a member.
No. of Board Meetings attended during Financial Year 2025-26	8



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

I. GENERAL INFORMATION:

1	Nature of Industry	Manufacturing Industry (Metro Rail Rolling Stock Products, Metro Rail Signalling Products)			
2	Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators	(₹. In lakhs)			
		Particulars	FY* 2025-26	FY 2024-25	FY 2023-24
		Share Capital	1,524.11	770.75	770.75
		Reserves & Surplus	3,858.30	1,797.63	1,711.23
		<i>Total</i>	<i>5,382.41</i>	<i>2,568.38</i>	<i>2,481.98</i>
		Total Revenue	4,080.31	2,144.07	2,708.13
		Profit Before Tax	316.64	88.87	267.46
		<i>Profit After Tax</i>	<i>259.74</i>	<i>86.40</i>	<i>252.55</i>
		*FY 2025-26, have been approved by the Audit Committee and Board of Directors vide their Resolution dated 19 th May, 2026.			
5	Foreign investments or collaborations, if any.	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	<p>Mr. Yermal Giridhar Rao</p> <p>Qualification: Master of Technology from Mangalore University</p> <p>Experience: With 30 years of industrial leadership experience, particularly in the metro rail sector and he has successfully led cross-functional teams in areas such as design, product development, procurement, strategic planning and manufacturing.</p>
---	--------------------	---



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

2	Past remuneration	Rs. 21.00 Lakhs Per Annum
3	Recognition or awards	N.A.
4	Job profile and his suitability	Keeping in view that Mr. Yermal Giridhar Rao has rich and varied experience in the industry and has been involved in the operations since inception of the Company, he is suitable for the position of Joint Managing Director.
5	Remuneration proposed	As set out in Resolution and the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering Mr. Yermal Giridhar Rao's rich experience and knowledge and for the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel 15[or other director], if any.	Mr. Yermal Giridhar Rao is Promoter and Joint Managing Director & CFO of the Company. Ms. Vidyalakshmi Rao, Non-Executive Director is spouse of Mr. Yermal Giridhar Rao.

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	Due to a temporary increase in input costs and the deferral of deliveries several major orders, the Company's profits for FY 2025-26 are insufficient to cover managerial remuneration within the standard prescribed limits as per the Law. With a strong pipeline of Rs. 150 crores in confirmed orders, the Board of Directors anticipates significant profit growth in the coming years, hence recommended an increase in directors' remuneration.
2	Steps taken or proposed to be taken for improvement	As part of Company's diversification strategy, it has been expanded into the manufacturing and supply of non-rail and metro products. To support our growing order book, the Company is strategically investing in advanced plant and machinery, integrating several high-tech assets into our production line.
3	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and



PRESSTONIC

You visualize... We realize
CIN: L28995KA2021PLC145718

		profitability may improve and would be comparable with the industry average.
4	Remuneration package of the managerial person	As detailed in the resolution mentioned in the Notice
5	Details of fixed component and performance linked incentives along with the performance criteria and Service contracts, notice period, severance fee	It has already been disclosed in Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2024-25 and the same will also be disclosed in the Annual Report for the F.Y. 2025-26 and onwards.
6	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

By the order of the Board of Directors

For **PRESSTONIC ENGINEERING LIMITED**

Sd/-

HERGA POORNACHANDRA KEDILAYA

Managing Director

DIN: 09120129

Date: 26.05.2026

Place: Bengaluru

Registered Office Address:

Khata No. 161, Site # 275 & 276,

14th & 15th Cross, Kareem Saab Layout,

Peenya, Hegganhalli, Vishwaneedam,

Bengaluru -560091, Karnataka, INDIA

Email ID- cs@presstonengg.co, Contact No: 080-29905570

Website: www.presstonic.com

POSTAL BALLOT NOTICE