19 August 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 543260

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
NSE Symbol: STOVEKRAFT

Dear Sir / Madam,

Subject: Notice of Annual General Meeting, Record Date and E-voting

Notice of AGM: This is to inform that the 27th Annual General Meeting (AGM) of the members of Stove Kraft Limited will be held on Friday, 11 September at 11.00 A.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Notice of the AGM is attached.

The soft copy of the Annual Report for FY2025-26 comprising the Notice of the AGM, financial statements for the financial year ended 31 March 2026, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to the stock exchanges and the members of the Company whose email addresses are registered with the Depository Participant(s).

Record date for Dividend and AGM: The Company has fixed Friday, 04 September 2026 as the 'Record Date' for the purpose of determining the members entitled to attend the AGM and receive dividend of Rs. 3.50 per Equity Share of Rs. 10 each (i.e., 35%) for FY2025-26. The dividend on equity shares, if declared, at the AGM will be paid to the members within thirty days from the date of AGM.

E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing to its members the facility to exercise their right to vote on resolutions proposed to be considered at the said 27th AGM by electronic means ("e-voting"). Detailed instructions for e-voting are given in the Notice of AGM. The e-voting period commences on 08 September 2026 (9.00 A.M.) and ends on 10 September 2026 (5.00 P.M.). During this period the members of the Company, holding shares as on the cut-off date of 04 September 2026 may cast

Stove Kraft Limited

Registered Office : 81/1, Harohalli Industrial Area, Harohalli Hobli,
kanakapura Taluk Ramanagara District, Bengaluru, Karnataka, India - 562112

Corporate Office : No.30, 2nd Cross, CSI Compound, Mission Road, Bengaluru - 560027

CIN: L29301KA1999PLC025387 +91 80 28016222 info@stovekraft.com stovekraft.com

their votes through e-voting facility being provided by KFin Technologies Limited, the Company’s RTA.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Stove Kraft Limited

SHRINIVAS PRANESHACHARYA HARAPANAHALLI

Digitally signed by SHRINIVAS PRANESHACHARYA HARAPANAHALLI
Date: 2026.08.19 12:21:51 +05'30'

Shrinivas P Harapanahalli
Company Secretary & Compliance Officer

STOVE KRAFT LIMITED

Registered Office: #81/1, Medamaranahalli Village, Harohalli Hobli, Kanakapura Taluk, Ramanagara District, Karnataka, 562112, CIN: L29301KA1999PLC025387

Phone No.: +91 80-28016222 E-mail: cs@stovekraft.com Website: www.stovekraft.com

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of Stove Kraft Limited will be held on Friday, 11 September 2026 at 11.00 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company and in this regard pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Financial Statements of the Company consisting of Balance Sheet as at 31 March 2026, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date including notes thereto together with the Reports of the Board of Directors and Auditors thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted."

2. To declare Dividend on Equity Shares and in this regard pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** a Dividend of Rs. 3.50 per Equity Share of Rs. 10 each (i.e., 35%) for the financial year ended 31 March 2026, as recommended by the Board of Directors at its meeting held on 12 May 2026, be and is hereby declared."

3. To appoint a Director in place of Mrs. Neha Gandhi, Executive Director, who retires by rotation and being eligible has offered herself for reappointment and in this regard pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** Mrs. Neha Gandhi (DIN: 07623685) who retires in accordance with the provisions of the Companies Act, 2013 and has offered herself for reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation."

4. To reappoint Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016) as Statutory Auditors of the Company for a further term of five years and in this regard pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED** that pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder as amended from time to time Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No.: 012754N/N500016) be and are hereby reappointed as Statutory Auditors of the Company to hold office for a second term from the conclusion of 27th Annual General Meeting until the conclusion of 32nd Annual General Meeting (FY2026-27 to FY2030-31) on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors, in connection with Audit of the accounts of the Company."

SPECIAL BUSINESS:

5. To ratify the remuneration payable to M/s. G S & Associates, Cost Accountants as Cost Auditors and in this regard pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (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. G S & Associates (Firm Registration number:00301), appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of cost records for the financial year ending 31 March 2027, amounting Rs.1,25,000 plus applicable taxes and reasonable out of the pocket expenses incurred for conducting the aforesaid audit, be and hereby ratified and confirmed".

6. To consider and approve modifications to Stove Kraft Employee Stock Option Plan 2018 and in this regard pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in furtherance of and in partial modification of the Special Resolution passed by the Members at the Extraordinary General Meeting held on 10 September 2018 and subsequent ratification and modifications by way of Special Resolution passed at the Annual General Meeting held on 31 August 2021 and pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Companies (Share Capital and Debenture) Rules, 2014 read with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SBEB Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Foreign Exchange Management Act, 1999, ("FEMA") (including any statutory amendment(s), modification(s) or re-enactment(s) of the Act or the SBEB Regulations or Listing Regulations or FEMA, as the case may be, for the time being in force), the Memorandum and Articles of Association of the Company, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), to the extent applicable, consent of the Company be and is hereby accorded for amending the Stove Kraft Employee Stock Option Plan 2018 ("the Plan 2018") to increase the total quantum of options to be issued, offered and granted under the Plan 2018 from 813,000 stock options to 10,25,000 stock options, in one or more tranches, from time to time, and to make certain other amendments / modifications in Stove Kraft Employee Stock Option Plan 2018 ("the Plan") as per the draft submitted to this meeting.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares etc., of the Company, the number of above mentioned Options shall be appropriately adjusted;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard;

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company, be and are hereby severally authorized to take necessary steps for obtaining In-principle Approval, Listing and Trading Approval from the Stock Exchanges, and to do all such acts, deeds, matters and things including the appointment of or authorizing the appointment of various intermediaries, experts, professionals, independent agencies, merchant banker and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the Plan 2018, as it may, in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to NRC, including the power to sign Stock Option Agreement/Issue grant letter(s), with power to further delegate to any directors/senior management personnel of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard."

7. To reappoint Mr. Anup Sanmukh Shah as an Independent Director of the Company and in this regard pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies

(Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), Mr. Anup Sanmukh Shah (DIN: 00317300) who holds office as a Non-Executive Independent Director up to 01 November 2026 and being eligible, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on 03 August 2026, not liable to retire by rotation, for a second term of five years from 02 November 2026 to 01 November 2031."

8. To reappoint Mrs. Neha Gandhi as Executive Director of the Company and in this regard pass the following resolution as a **Special Resolution**:

   RESOLVED THAT pursuant to the provisions of Section 196,197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for the time being in force, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination and Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the members be and is hereby accorded for the reappointment of Mrs. Neha Gandhi (holding DIN: 07623685) as an Executive Director of the Company for a further period of five years from 30 September 2026, liable to retire by rotation, on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

   RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the remuneration as detailed in the Statement pursuant to Section 102 of the Act annexed hereto as minimum remuneration to Mrs. Neha Gandhi in any financial year, in which the Company has no profit or the profit is inadequate.

   RESOLVED FURTHER THAT the Company be and is hereby authorized to pay remuneration to Mrs. Neha Gandhi, as detailed in the Statement pursuant to Section 102 of the Act annexed hereto which may exceed the limits as specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and is hereby authorised, in accordance with the statutory limits/approvals as may be applicable for the time being in force, to revise and/or change the terms and conditions of the reappointment and remuneration of Mrs. Neha Gandhi from time to time as may be deemed appropriate.

   RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution.

9. To appoint Mr. Chandru Kalro as Non-Executive Non Independent Director of the Company and in this regard pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("Act") and the Rules made thereunder and provisions of Regulations 17 of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Chandru Kalro (holding DIN 03474813), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 02 July 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this Resolution."

10. To approve payment of professional fees to Mr. Chandru Kalro, Non-Executive Director and in this regard to pass the following resolution as a **Special Resolution**:

    RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 and pursuant to the Regulation 17(6) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amend from to time), the Company's Policy on Materiality of Related Party Transactions and Procedure for dealing with Related Party Transactions and on recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for Mr. Chandru Kalro (DIN: 03474813), Non-Executive Non-Independent Director to render professional services to the Company in his individual capacity and to hold an office or place of profit, and for payment of professional fees as detailed in the explanatory statement annexed hereto towards professional advisory services to be rendered by Mr. Kalro to the Company.

    RESOLVED FURTHER THAT the Board of Directors of the Company and or any person authorised by the Board be and is hereby authorised to finalise and execute the professional engagement and to do all such acts, deeds and things as may be necessary to give effect to this Resolution.

By Order of the Board

Shrinivas P Harapanahalli
Company Secretary &
Compliance Officer
(Membership No. A26590)

Place: Bangalore
Date: 03 August 2026

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Members of the Company at the 22nd Annual General Meeting held on 31 August 2021, appointed Price Waterhouse Chartered Accountants LLP (Firm Registration Number 012754N/N500016) as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of 22nd Annual General Meeting until the conclusion of 27th Annual General Meeting.

Price Waterhouse Chartered Accountants LLP, Chartered Accountants, Firm Registration No. 012754N/ N500016, was established in the year 1991 and converted into a limited liability partnership in the year 2014. The registered office of the Firm is at New Delhi and operates out of 9 branches across India. The firm is a member entity of the Price Waterhouse & Affiliates network, which is registered with the Institute of Chartered Accountants of India. The Firm has more than 125 Assurance Partners as of December 2025. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

Price Waterhouse Chartered Accountants LLP are eligible for reappointment for a further term of five years. They have given their consent for reappointment as Statutory Auditors of the Company and have issued a certificate confirming that their proposed reappointment is within the limit prescribed under Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. Price Waterhouse Chartered Accountants LLP have confirmed that they are eligible for the proposed reappointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

The Audit Committee after duly assessing their performance, effectiveness of statutory audit process and their independence, experience and expertise of lead partner, profile of members of audit team, involvement of the lead partner and process of audit planning and execution etc, has recommended the reappointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company for a second term of five consecutive years from conclusion of 27th AGM till the conclusion of 32nd AGM.

Based on the recommendation of the Audit Committee, the Board of Directors has proposed that the members may reappoint Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company for a further term of five consecutive years i.e., from conclusion of 27th AGM till conclusion 32nd AGM for conducting statutory audits from FY2026-27 until FY2030-31, on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors, in connection with Audit of the accounts of the Company in addition to reimbursement of applicable taxes and out of pocket expenses.

The Board may also alter and vary the terms and conditions of reappointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board has recommended the resolution set out at Item No. 4 of the Notice for approval of the members at the ensuing AGM.

None of the directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No 5:

Ratification of remuneration of the Cost Auditors

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the reappointment and remuneration of M/s. G S & Associates, Cost Accountants as the Cost Auditors of the Company for the financial year 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the financial year 2026-27 as set out in the Resolution for the aforesaid services to be rendered by them. The Board of Directors has recommended the resolution set out at Item No. 5 of the Notice for approval of the members at the ensuing AGM.

None of the directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No 6:
Modification of Stove Kraft Employee Stock Option Plan 2018 (ESOP)

The Company has Stove Kraft Employee Stock Option Plan 2018 ('the Plan"), with the primary objective to reward the key employees for their association, dedication and contribution towards the goals of the Company. The Company is also using the Plan to attract, retain and motivate key talent by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. The Company views Employee Stock Options as long-term incentive tool that would enable the Employees not only to become co-owners, but also to create wealth out of such ownership in the future.

The shareholders of the Company at Extra-ordinary General Meeting and Annual General Meeting held on 10 September 2018 and 31 August 2021, respectively approved and modified the Plan and had authorized the Nomination and Remuneration Committee of the Company to grant options not exceeding 8,13,000 options to eligible employees in one or more tranches, from time to time.

Almost all of the grants in the ESOP Pool are exhausted. Therefore based on recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12 May 2026 has approved increase of ESOP pool by additional 2,12,000 ESOPs, subject to approval of the shareholders. With this the aggregate Options under the Plan will increase from 813,000 options to 10,25,000 options. The Board also approved few other amendments to the Plan such as inclusion of vesting schedule, deletion of provisions relating to prior to listing, ESOPs to employees of subsidiary companies, if any, fair market value, certain other amendments.

A copy of the Plan together with modifications is available on website of the Company for perusal of members and the same is also available for perusal at the Registered Office of the Company during business hours on all working days up to and including the date of 27th AGM.

The Board recommends passing of the resolution as set out under Item No. 6 of the Notice for approval of the Members as a Special Resolution.

Except the employees who are eligible for ESOPs and their relatives, none of the other Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid special resolution.

Item No 7:
Reappointment of Mr. Anup Sanmukh Shah as a Non-Executive Independent Director

The shareholders of the Company at the AGM held on 12 September 2022 had appointed Mr. Anup Sanmukh Shah (DIN: 00317300) as a Non-Executive Independent Director for a tenure of five years from 02 November 2021 to 01 November 2026.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Anup Sanmukh Shah, being eligible, has offered himself for re-appointment.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and also on the basis of the outcome of his performance evaluation, at its meeting held on 03 August 2026, has reappointed Mr. Anup Sanmukh Shah as a Non-Executive Independent Director for a second term of five years from 02 November 2026 to 01 November 2031, subject to the approval of shareholders.

The Board is of view that Mr. Anup Sanmukh Shah has immensely contributed to the proceedings of the Board and its Committees, and further believes that his continued association would be of immense benefit to the Company. Therefore, it is desirable to continue to avail his services as a Non-Executive Independent Director for a second term. His skills, background and experience in the field of legal, compliance, corporate governance, finance, audit, risk management etc., are aligned to the role and capabilities identified by the Nomination & Remuneration Committee.

Mr. Anup Sanmukh Shah has given consent to act as a Non-Executive Independent Director of the Company and has also furnished a declaration to the Board of Directors that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per his declaration, he is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Anup Sanmukh Shah is independent of the management of the Company and he also fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as a Non-Executive Independent Director. The Board also opines that Mr. Anup Sanmukh Shah possess the desired integrity, expertise, experience and proficiency that is required as a Non-Executive Independent Director.

Brief profile of Mr. Anup Sanmukh Shah is given below:

Mr. Anup Sanmukh Shah holds a Bachelor's degree in Commerce from HR College, Mumbai, and a Law degree from Government Law College, Mumbai. He brings over 39 years of law experience, particularly in real estate law. Since establishing his firm in 1993, he has advised developers, builders and foreign and domestic investors in structuring real estate transactions, leases, development agreements and joint ventures. His expertise lies in commercial and property documentation, corporate and commercial litigation, property-related issues, land laws, arbitration and alternative dispute resolutions. He is also the Founder Partner of ASLF Law Office, Bengaluru and serves on various Boards such as Puravankara Limited, Provident Housing Limited, Brigade Hotel Ventures Limited, Welspun One Investment Management Private Limited, Knowledge Realty Office Management Services Private Limited, Welspun One Private Limited and Soujanya Family Foundation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Anup Sanmukh Shah, for the office of Director of the Company. Draft of the letter of appointment to be issued to him setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company by any member during normal business hours of the Company on any working day. The same has also been posted on the website of the Company.

The Board of Directors has accordingly recommended the resolution set out at Item No. 7 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

Mr. Anup Sanmukh Shah is not related to any Director or Key Managerial Personnel of the Company or their relatives. Except Mr. Anup Sanmukh Shah, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed appointment. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting is set out as Annexure A to this notice.

Item No 8:

Reappointment of Mrs. Neha Gandhi as Executive Director

At the AGM held on 31 August 2021, Mrs. Neha Gandhi, (DIN: 07623685) was reappointed as the Executive Director of the Company for a period of five years with effect from 30 September 2021.

The Board of Directors on recommendation of Nomination and Remuneration Committee at its meeting held on 03 August 2026 has approved the reappointment and remuneration of Mrs. Neha Gandhi, as Executive Director for a further period of five years from 30 September 2026 to 29 September 2031, subject to the approval of shareholders at AGM.

Mrs. Neha Gandhi is a Promoter and Executive Director of the Company. She holds a Bachelor's degree in Business Administration from Christ University, Bengaluru, and a Postgraduate Certificate Programme in Sales and Marketing Management from MICA, Ahmedabad. She began her career as a Graduate Trainee at Viacom18 Media Private Limited. At StoveKraft, Mrs. Neha Gandhi currently oversees the People, Process, and Technology functions, spearheading strategic initiatives in organisational development, digital transformation, and operational excellence. In her earlier role, she successfully led the Brand & Communication function, building strong brand equity and driving consumer engagement.

The Board is of the opinion that Mrs. Neha Gandhi possesses the requisite expertise, experience and competency. Mrs. Neha Gandhi has given the consent and other declarations to the Company, affirming that she is not disqualified from being appointed as an Executive Director under the applicable provisions of the Companies Act, 2013 and is also not debarred from holding the office of Director pursuant to any order issued by the SEBI or any other authority.

The terms and conditions of Mrs. Neha Gandhi's remuneration effective from 30 September 2026 in accordance with the Nomination and Remuneration Policy of the Company are as under:

i) Basic Salary: Rs. 40,04,000 per annum. The annual increment, in accordance with the Nomination and Remuneration Policy of the Company, will be effective from 01 April 2027 and thereafter every year from 01 April.

ii) House Rent Allowance: Rs. 22,17,600 per annum

iii) Conveyance Allowance: Rs.12,40,812 per annum.

iv) Variable Pay: Rs. 15,40,000.

v) Perquisites & Allowances: As per the applicable policies or as may be agreed to between the Company and Mrs. Neha Gandhi.

v) Retirement benefits: Contribution to Provident Fund as per the Company's policy. Gratuity to be paid in accordance with Payment of Gratuity Act, 1972 and encashment of leave at the end of tenure.

The Board shall be entitled to add, alter or vary any of the foregoing terms of remuneration, benefits or perquisites of the Executive Director within the overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof.

Minimum Remuneration: Where in any financial year during the term of the Executive Director, the Company has no profit or its profit is inadequate, the Company will pay remuneration specified herein above as minimum remuneration, subject to the requisite approvals, if any.

It is proposed to pass this resolution as a Special Resolution, in order to enable the Company to pay the above remuneration to Mrs. Neha Gandhi which may be in excess of the limits as specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 with reference to aforesaid item is given below:

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:	
(1) Nature of industry	Manufacturer of kitchen and home appliances
(2) Date of commencement of commercial production	28 June 1999
(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	

Rs. in million

Particulars	FY2025-26	FY2024-25	FY2023-24
Revenue from Operations	16,074.24	14,498.17	13,643.30
Profit before interest and depreciation	1,577.58	1,510.62	1,188.67
Profit before tax	509.83	487.88	455.51
Net Profit	419.91	385.05	341.35

(5) Foreign investments or collaborations, if any.	Not Applicable

II. Information about the appointee:	
(1) Background details	Mrs. Neha Gandhi, is the Promoter and Executive director of the Company and has extensive experience in field of People, Process, and Technology functions, digital transformation and operational excellence.
(2) Past remuneration	The details of remuneration paid to Mrs. Neha Gandhi during the last three financial years were as under: FY2025-26: She was paid remuneration of Rs. 70,29,327/- during the financial year ended 31 March 2026. FY2024-25: She was paid remuneration of Rs. 61,08,612/- during the financial year ended 31 March 2025. FY2023-24: She was paid remuneration of Rs. 30,82,864/- during the financial year ended 31 March 2024.
(3) Recognition or awards	-
(4) Job profile and his suitability	Mrs. Neha Gandhi will continue to devote her full time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board of Directors and Managing Director from time to time.
(5) Remuneration proposed	Details are given in the Explanatory Statement annexed hereto.
(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)	The remuneration payable to Mrs. Neha Gandhi has been benchmarked with remuneration being drawn by similar positions in the industry and has been approved by the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 03 August 2026.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Daughter of Mr. Rajendra Gandhi, Managing Director and Mrs. Sunita Rajendra Gandhi, Non-Executive Director.
(8) Directorships held in other public companies (excluding foreign companies and Section 8 Companies)/Limited liability partnership	Nil
(9) Memberships / Chairmanships of Committee of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
(10) Shareholding in the Company as on 31 March 2026	1 (One) Share
III. Other information:	
(1) Reasons of loss or inadequate profits	Not Applicable
(2) Steps taken or proposed to be taken for improvement	Not Applicable
(3) Expected increase in productivity and profits in measurable terms	Not Applicable

Although the Company has shown growth and profit from its operations over the past years and is expected to consistently earn profits in the coming years also, it is proposed to pass the resolution given at Item No. 8 of this Notice as a Special Resolution, in order to enable the Company to pay the remuneration detailed above as minimum remuneration to Mrs. Neha Gandhi in the eventuality of loss/inadequacy of profits in any financial year during her tenure in terms of the provisions of Section II, Part II of Schedule V of the Companies Act, 2013.

IV. Disclosures:

The remuneration package of the managerial personnel has been described in the explanatory statement pursuant to section 102 of the Act and the same will also be provided in the Corporate Governance Reports of the subsequent years.

The details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting is set out as Annexure A to this notice.

The Board of Directors has accordingly recommended the resolution set out at Item No. 8 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

Mrs. Neha Gandhi is not related to any other Director or Key Managerial Personnel of the Company or their relatives except her father Mr. Rajendra Gandhi, Managing Director and mother Mrs. Sunita Rajendra Gandhi, Non-Executive director.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed reappointment. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 9 & 10

Appointment of Mr. Chandru Kalro as a Non-Executive Non Independent Director and approval for payment of professional fees

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on 02 July 2026 has appointed, Mr. Chandru Kalro (holding DIN 03474813) as an Additional Director in the category of Non-Executive Non Independent Director. He was also designated as Non Executive Vice Chairperson of the Company. The Company has received a Notice in writing from a member under Section 160 of the Act proposing candidature of Mr. Chandru Kalro for appointment as a Director by the members.

Pursuant to provisions of Regulation 17(1C) of Listing Regulations the approval of shareholders for appointment of a person on the Board of Directors needs to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Board of Directors has accordingly recommended the resolution set out at Item No. 9 of the Notice for approval of the members by way of Ordinary Resolution at the ensuing AGM.

Brief Profile of Mr. Chandru Kalro is given below:

Mr. Chandru Kalro (DIN: 03474813) is an engineer in Electronics and Communication and a distinguished business leader with over 35 years of experience in consumer durable industry.

He commenced his career with BPL Limited, where he spent seven years in various sales and marketing roles. In March 1993. He joined TTK Prestige Limited as a Product Manager and went on to hold several leadership positions across product management, sales, marketing and corporate strategy. He was appointed as the Managing Director of TTK Prestige in April 2015 and successfully led the Company until his retirement in the September 2024.

During his tenure as Managing Director, he played pivotal role in strengthening TTK Prestige's market leadership, driving business growth, expanding its product portfolio, enhancing brand equity and building strong Omni channel distribution network.

Mr. Kalro is an alumnus of Indian Institute of Management Ahmedabad (IIM Ahmedabad), having completed Executive Development Programme (EDP) on "Enhancing Shareholder Value".

His rich experience in corporate strategy, brand building, product innovation, manufacturing, sales and distribution, and business transformation will be of significant value in his role as a Non-Executive Non Independent Director of Stove Kraft Limited.

Payment of Professional Fees to Mr. Chandru Kalro:

The Board of Directors of the Company at its held on 03 August 2026, has approved availing strategic advisory services from Mr. Kalro in relation to business affairs of the Company, subject to the prior approval of the Members of the Company.

Mr. Kalro will be providing advisory services including but not limited to in the field of sales, Marketing, Product Management, Customer Service, Talent Acquisition & Leadership Development, Technology & Digital Transformation, Investor & Stakeholder Relations and such other strategic matters as may be assigned by the Board (hereinafter referred to an Advisory Services or Professional Services)

For availing the said services it is proposed to enter into a separate Strategic Advisory Retainership Agreement (hereinafter referred to as 'Agreement') with Mr. Chandru Kalro, setting out the terms and conditions governing such services. The agreement will be for five years from 11 September 2026 to 10 September 2031 (hereinafter referred to as 'Term'). However initial term shall be from 11th September 2026 to 31st March 2027. Subject to compliance with the provisions of the Companies Act, 2013 and Rules made thereunder as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Agreement may be renewed subsequently every financial year (for twelve months from 01 April to 31 March), by obtaining the approval of shareholders before the beginning of every financial year, unless terminated earlier in accordance with Clause 8 of the aforesaid agreement. For such services he may be paid a fee which is as under:

Retainer fee: Rs.2,00,00,000 per annum, plus applicable taxes, payable equitably, monthly; and onetime milestone-linked incentive payments of Rs. 3,00,00,000 plus applicable taxes shall be payable only upon the achievement of both of the following performance milestones for FY2029 and Rs. 5,00,00,000 plus applicable taxes only upon achievement of both of the following performance milestones for FY2031, as mentioned below

Milestone	Revenue Target	EBITDA Target
FY2029	₹ 3,000 Crores	14%
FY2031	₹ 5,000 Crores	14%

The quantum of fee payable to Mr. Kalro has been determined considering the scope and complexity of business, his experience and experience in kitchen and home appliances industry and time that needs to be spent on providing the services. Mr. Kalro possesses the requisite experience, expertise and qualification to render the said services and availing the aforesaid professional services from Mr. Kalro would be in the interest of the Company.

The proposed agreement will be a related party transaction pursuant to Section 2(76) of the Companies Act, 2013. The Audit Committee has reviewed the proposed engagement and approved the same in accordance with Section 177, 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the Listing Regulations') and the Company's Policy on Materiality of Related Party Transactions and Procedure for dealing with Related Party Transactions. The proposed transaction with Mr. Kalro is not a material Related Party Transaction as per Regulation 23(1) of Listing Regulations.

In terms of provisions of Section 188 of the Companies Act, 2013, holding of any position in the Company by a Director shall be termed as "Office and Place of Profit" and shall be treated as a related party transaction. Further, if the remuneration drawn by the Director from such Office and Place of Profit is more than prescribed limit, approval of shareholders is also required.

Further as per Regulation 17(6)(ca) of Listing Regulations approval of the shareholders by way of a Special Resolution is required every financial year, where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company. The fee payable to Mr. Kalro for his professional services will be in excess of 50% of the total remuneration of all the Non-Executive Directors and hence requires approval of shareholders by way of special resolution every financial year.

Further as per Clause 51(d) of Articles of Association of the Company, all fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting.

The draft of the proposed Consultancy Agreement is Here available for inspection on the Company's website https://stovekraft.com/investors/ and shall also be available for inspection by the members at the Registered Office of the Company on any working day of the Company between 3:00 P.M. to 5:00 P.M. till the last day for e-Voting i.e., 10 September 2026.

The details as required to be provided pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26 June 2025 andSEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135dated 13 October 2025 on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are enclosed as Annexure B.

The Board recommends the resolution set forth in the Notice under item no. 10 as a Special resolution, for approval of the shareholders of the Company.

Except Mr. Chandru Kalro and his relatives, none of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution.

Annexure - A (Item No. 3,7,8 & 9)

Details of Director seeking appointment/reappointment at the forthcoming AGM [as per provisions of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard- 2 on General Meetings.

Name of the Director	Mrs. Neha Gandhi	Mr. Anup Sanmukh Shah	Mr. Chandru Kalro
DIN	07623685	00317300	03474813
Age (years)	33	69	62
Nationality	Indian	Indian	Indian
Date of appointment on the Board	30 September 2016	02 November 2021	02 July 2026
Qualifications	• Bachelor's degree in Business administration from Christ University. • Post graduate certificate Programme in Sales and Marketing Management from MICA (formerly Mudra Institute of Communications, Ahmedabad)	• Bachelor's degree in Commerce from HR College, Mumbai • Degree in law from Government law College	• Engineer in Electronics and Communication • EDP programme on "Enhancing Shareholder Value" at IIM Ahmedabad
Expertise in specific functional area	Specialization in Sales and Marketing	• Specialization in real estate law including advisory services on structuring real estate transactions, leases, development agreements and joint ventures. • Expertise in commercial and property documentation, corporate and commercial litigation, property-related issues, land laws and arbitration and alternative dispute resolutions.	Rich experience in corporate strategy, brand building, product innovation, manufacturing, sales and distribution, and business transformation.
Number of shares held in the Company including Shareholding as beneficial owner	1	285	Nil
Directorships held in other public companies (excluding foreign companies and Section 8 companies) / Limited Liability Partnership.	Nil	• Puravankara Limited, • Provident Housing Limited, • Brigade Hotel Ventures Limited.	Nil
Number of Board Meetings attended during the year 2025-26	5/5	5/5	Not Applicable
Memberships / Chairmanships of committees of other public companies along with Listed Entities from which the person has resigned in the past three years	Nil	He is a Chairman of Audit Committee of Purvankara Limited and Provident Housing Limited. He is also a member of Stakeholders Relationship Committee and Audit Committee of Brigade Hotel Ventures Limited. He resigned from position of Director from Sobha Limited and Bhoruka Power Corporation Limited w.e.f. 08 August 2024 and 28 October 2024 respectively.	Nil
Relationships between Directors inter-se	Daughter of Mr. Rajendra Gandhi and Mrs. Sunita Rajendra Gandhi.	None	None

Name of the Director	Mrs. Neha Gandhi	Mr. Anup Sanmukh Shah	Mr. Chandru Kalro
Terms and Conditions of Appointment	As per resolution to be passed by the shareholders at the AGM scheduled on 11 September 2026, read with explanatory statement annexed hereto.		
Remuneration details last drawn	Please refer Corporate Governance Report.		Not applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	The Nomination and Remuneration Committee and the Board of Directors has evaluated the profile of Mr. Anup Sanmkukh Shah. Considering his experience, expertise and contributions during meetings of the Company, has opined that he possess the relevant skill and capabilities to discharge the role of Independent Director.	Not Applicable

ANNEXURE B

SL No.	Particulars of Information	Information provided by the Management for Mr. Chandru Kalro
1	Name of the Related Party	Mr. Chandru Kalro
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Chandru Kalro, is a Director himself and a Related party. None of the other Directors or Key Managerial Personnel of the Company are related to him. Mr. Kalro will be providing advisory services to the Company at a fee as mentioned in the explanatory statement annexed hereto.
3	Details including Nature, Specific Type, material terms and particulars of the proposed transaction	The advisory services Mr. Chandru Kalro will be providing and material terms of engagement including the proposed consultancy fees is as mentioned in the explanatory statement and also as per the draft Agreement.
4	Tenure of the proposed transaction (particular tenure shall be specified)/ indicative date / timeline for undertaking the transaction	Five years as from 11 September 2026 to 10 September 2031. However initial term shall be from 11th September 2026 to 31st March 2027. Subject to compliance with the provisions of the Companies Act, 2013 and Rules made thereunder as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Agreement may be renewed subsequently every financial year (for twelve months from 01 April to 31 March), by obtaining the approval of shareholders before the beginning of every financial year, unless terminated earlier in accordance with Clause 8 of the agreement.
5	Value of the proposed transaction;	As provided in the Explanatory Statement
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0.12% (Based on the turnover for the FY2025-26)
7	Justification as to why the RPT is in the interest of the listed entity	Considering the experience and expertise of Mr. Chandru Kalro in the related Industry, availing his professional advisory services would be highly beneficial to the Company.
8	Details of shareholding (more than 2%) of the director(s) / key managerial personnel / partner(s) of the related party, directly or indirectly, in the listed entity.	Not applicable
9	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
10	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
11	Any other information that may be relevant	Not Applicable

Notes:-

1. In accordance with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, September 25, 2023, September 19, 2024 and 22 September 2025 and all other relevant circulars issued by Ministry of Corporate Affairs, (collectively called as the 'MCA Circulars') and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 27th AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at AGM is annexed. The details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment / re-appointment at this AGM is annexed to notice.

3. Pursuant to provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

5. KFin Technologies Limited, Registrar & Share Transfer Agents of the Company ("RTA"), will provide the facility for e-voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of up to 1,000 members on a first-come-first-serve basis. The members (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, scrutinizers etc., can attend the AGM without any restriction on first-come-first-serve principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in annexure enclosed hereto.

6. Members of the Company under the category of Institutional Investors are encouraged to attend and cast vote at the AGM held through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload the same on the VC portal / e-voting portal provided by RTA.

7. In case of joint holders attending the Meeting, only first holder will be entitled to vote.

8. Dividend:

   (a) The Dividend on equity shares, if declared, at the AGM will be credited / despatched within thirty days from the date of AGM to those members whose names appear on the Company's Register of Members as on record date i.e., 04 September 2026. In respect of the shares held in dematerialised form the dividend will be paid to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on record date i.e., 04 September 2026. In case of joint holders only the first holder will be entitled to receive dividend.

   (b) Members holding shares in electronic form may note that the bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes need to be advised by the members directly to the Depository Participants (DPs) with whom they are maintaining a demat account.

(c) Non-Resident Indian (NRI) members are requested to inform their DPs immediately about:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their PAN and bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier, to facilitate payment of dividend.

(d) The members may note that in case their dividend remains unclaimed / unpaid for seven consecutive years then not only such unclaimed / unpaid dividend amount but also the underlying shares will be liable for transfer to Investor Education and Protection Fund constituted by Government of India in this regard.

(e) **Tax on Dividend:** Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f., 01 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with their DPs.

A Resident individual shareholder holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non – deduction of tax at source by email to einward.ris@kfintech.com copy marked to cs@stovekraft.com by 04 September 2026. Shareholders are requested to note that in case their PAN is not registered with the Company, the tax will be deducted at such higher rate as may be prescribed by Income Tax department.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com and cs@stovekraft.com. The aforesaid declarations and documents need to be submitted by the shareholders by 04 September 2026.

9. The Company has appointed BMP & Co. LLP, Mr. Pramod S M, Company Secretary in Practice (MNo. FCS7834, CPNo.13784) and failing him Mr. Biswajit Ghosh (MNo. FCS8750, CPNo. 8239), Partners of BMP & Co. LLP, Company Secretaries, to act as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.

10. **Voting:** All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date 04 September 2026, shall only be entitled to avail the facility of remote e-voting or vote at AGM.

11. In compliance with the aforesaid MCA Circulars and Listing Regulations, the Notice of the 27th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.

    Therefore, those members, whose email addresses are not updated / registered with their respective DPs, and who wish to receive the Notice of the AGM and the Annual Report for the year 2025-26 and all other communication sent by the Company, from time to time, can get their email address updated / registered by contacting their respective DPs.

12. Members may also note that the Notice of this AGM and the Annual Report for the year 2025-26 will also be available on the Company's website www.stovekraft.com for download. The same will also be available on the 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 RTA at https://evoting.kfintech.com/.

13. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 11 September 2026. Members seeking to inspect such documents can send an email to cs@stovekraft.com.

14. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of Meeting, so as to enable the Investors Relations team to keep the information ready.

15. **Green Initiative:** To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address with their respective DPs for receiving all communication including Annual Report, Notices, and Circulars etc., from the Company electronically.

16. Members holding shares in Demat mode are requested to update any change in their residential address, Bank A/c details and/or email address immediately to their respective DPs.

17. **Shareholders' Communication:** Members are requested to send all communications relating to shares, to the Registrar and Share Transfer Agents at the following address:

KFin Technologies Ltd.

Selenium, Tower B Plot No. 31-32,

Financial District Nanakramguda,

Srilingampally, Rengareddi, Hyderabad, Telangana, 500032,

Toll Free No : 1-800-309-4001

Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the AGM through VC, and for e-voting during the AGM

1. Any person who becomes a Member of the Company after sending this Notice of AGM but on or before the cut-off date viz., 04 September 2026 can access the notice of AGM along with the Annual report for the financial year 2025-26 on the website of the Company www.stovekraft.com and website of stock exchanges i.e., BSE Limited https://www.bseindia.com/ and National Stock Exchange of India Limited https://www.nseindia.com/ and on the website of RTA at https://evoting.kfintech.com/.

2. Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-voting instructions could not be served or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

   Members are requested to follow the process as guided in the above-mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, please write to einward.ris@kfintech.com.

3. **INSTRUCTIONS FOR REMOTE E-VOTING**

   Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its Members. The facility of casting votes by a Member using a remote e-voting system before the AGM as well as during the AGM will be provided by Company's RTA –KFin Technologies Ltd.

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

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

Step 2: Access to KFin e-Voting system in case of non-individual shareholders in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Individual Members holding securities in demat mode with NSDL	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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. **Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. Stove Kraft Limited or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. 3. **Those not registered under IDeAS:** i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL HYPERLINK "https://www.evoting.nsdl.com/" https://www.evoting.nsdl.com.

iv. 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.

v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.

vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.

vii. Click on company name i.e 'Stove Kraft Limited' or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.

viii. Members can also download the 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

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	**1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:** i. Visithttps://web.cdslindia.com/myeasitoken/Home/Loginorwww.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. **2. User not registered for Easi/ Easiest** i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. **3. Alternatively, by directly accessing the e-voting website of CDSL** i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered Mobile and email as recorded in the demat Account.
Individual Members login through their demat accounts / website of DPs	iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. Stove Kraft Limited or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Instructions for institutional members holding shares in demat mode

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Stove Kraft Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio / demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/ are authorised to vote, to the Scrutinizer through e-mail at pramod@bmpandco.com and biswajit@bmpandco.com with a copy marked to einward.ris@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for evoting: https://evoting.kfintech.com or contact KFintech as per the details given below:

Mr. Shyam Kumar,
Senior Manager - Corporate Registry
KFin Technologies Limited
(Formerly KFin Technologies Private Limited)
Unit: Stove Kraft Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032,
Contact No.: 040-6716 2222 /
Toll Free No.: 1-800-3094-001
E-mail: Einward.ris@kfintech.com

OTHER GENERAL INSTRUCTIONS FOR REMOTE E-VOTING:

a) The remote e-voting facility will be available during the following period:

Start date and time	08 September 2026, 9.00AM
End date and time	10 September 2026, 5.00PM

b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

c) In case of any query pertaining to e-voting, please refer Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at https://evoting.kfintech.com/. Members may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

INSTRUCTIONS FOR E-VOTING AT AGM

a) Only those members who will be present in the AGM through video conference facility and have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.

b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

c) Upon declaration by the Chairperson about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.

d) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

e) The facility of Instapoll will be available during the time not exceeding 15 minutes from the commencement of e-voting as declared by the Chairperson at AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz., 04 September 2026 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM:

a) Members will be able to attend the AGM through VC / OAVM provided by RTA at https://emeetings.kfintech.com/ by clicking on the tab 'video conference' and using their remote e-voting login credentials shared through email. The link for AGM will be available in the Member's login where the event and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned above.

b) Members are encouraged to join the meeting through Laptops with Google Chrome for a better experience.

c) Further, members will be required to use the camera, if any, and hence it is recommended to use the internet with good speed to avoid any disturbance / glitch / garbling etc. during the meeting.

d) While all efforts would be made to make the VC / OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio / video loss due to fluctuation in their respective networks. The use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

e) Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com/ and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from 06 September 2026 at 09.00 a.m. IST up to 09 September 2026 at 05.00 p.m. IST. Only those members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that questions of only those Members will be entertained / considered who are holding shares of Company as on the cut-off date i.e., 04 September 2026.

f) A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL https://cruat04.kfintech.com/emeetings/video/howitworks.aspx

g) Members who need technical or other assistance before or during the AGM can contact RTA by sending email to emeetings@kfintech.com or call at Helpline: 1800 3094 001 (toll-free).

h) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

GENERAL INSTRUCTIONS FOR MEMBERS

a) The Chairperson shall formally propose to the Members participating through VC / OAVM facility to vote on the resolutions as set out in this Notice of 27th AGM and shall also announce the start of the casting of the vote at AGM through the e-voting platform of our RTA - KFin Technologies Ltd and thereafter the e-voting at AGM will commence.

b) The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect, who shall countersign the same and thereafter announce the results of the e-voting. The results declared along with the scrutinizer's report shall be placed on the Company's website at www.stovekraft.com/investors and the website of RTA at https://evoting.kfintech.com/ and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Ltd. where the shares of the Company are listed. The resolutions, if passed, shall be deemed to be passed at the AGM.

By Order of the Board

Shrinivas P Harapanahalli
Company Secretary &
Compliance Officer
(Membership No. A26590)

Place: Bangalore
Date: 03 August 2026