

To,
National Stock Exchange of India Ltd.
Listing Department
"Exchange Plaza", C-1,
Block G, Bandra Kurla
Complex, Bandra (E)
Mumbai – 400 051

Company code: TECHERA

September 07, 2025

Sub: Notice of the Annual General Meeting

This is to inform that the 7th Annual General Meeting ("AGM") of the Company will be held on Monday, September 29, 2025, at 3:00 p.m. IST through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM").

Pursuant to Regulations 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Please find enclosed Notice of AGM, which forms part of the Annual Report for the financial year 2024-25.

The Notice is also available on the Company's website <https://techera.co.in/annual-reports/>

Kindly take the same on record.

Thanking you,

Yours faithfully,

For TECHERA ENGINEERING (INDIA) LIMITED

Pratiksha Kumbhare



Company Secretary and Compliance Officer

Encl: As above

TechEra Engineering (India) Limited

(Formerly known as TechEra Engineering India Pvt Ltd)

CIN - L29100PN2018PLC179327

 Gat No. 565, Behind Namo Marbles and Timbers,
At Post Velu, Taluka Bhore, District Pune - 412205
 info@techera.co.in

 +91 89565 15845
 www.techera.co.in



NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the members of **TECHERA ENGINEERING (INDIA) LIMITED** will be held on Monday, September 29th, 2025 at 3:00 P.M. (IST) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”), to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt;

(a) the Standalone Audited Financial Statements of the Company for the year ended March 31, 2025, including notes to Financial Statements, together with the Boards’ Report and Auditors’ Report thereon;

(b) the Consolidated Audited Financial Statements of the Company for the year ended March 31, 2025, including notes to Financial Statements, together with the Auditors’ Report thereon;

And in this regard, to consider and if thought fit, to pass the following resolutions with or without modification, as an **Ordinary Resolution**:

(a) **“RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, along with the Notes to Financial Statements, together with the Boards’ Report and Auditors’ Report as circulated to the shareholders, be and are received, considered and adopted.”

(b) **“RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, along with the notes to Financial Statements, together with the Auditors’ Report as circulated to the shareholders, be and are received, considered and adopted.”

2. To appoint a Director in place of Mrs. Kalpana Nimesh Desai (DIN: 02779365), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment:


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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is here by accorded to the re-appointment of Mrs. Kalpana Nimesh Desai (DIN: 02779365) as a Non-executive director, to the extent that she is required to retire by rotation.”

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AS SPECIAL BUSINESS:

3. Appointment of, Mr. Meet Nimesh Desai (DIN: 08246763), as Whole Time Director of the Company and to approve his remuneration:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), including any amendment(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”), **Mr. Meet Nimesh Desai (DIN: 08246763)**, who holds office as an Additional Director up to the ensuing Annual General Meeting, and is eligible for appointment be and is hereby appointed as a Director, liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions, if any, of the Act and the rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Meet Nimesh Desai, **(DIN: 08246763)**, as Whole Time Director and to pay remuneration including the remuneration to be paid in the event of inadequacy of profits or loss in any financial year, by way of remuneration or otherwise, of an amount not exceeding Rs. 40,00,000/- (Rupees Forty Lakh only) per annum may be in excess the limits as set out in the provisions.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the payment of the aforesaid remuneration, notwithstanding that such payment may result in the aggregate managerial remuneration exceeding the overall limits prescribed under Section 197 of the Act for the relevant financial year;


RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary remuneration as it may deem fit within the aforesaid limit;

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

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4. Approval for amendment of Employee Stock Option Policy 2021 and adoption of an amended and restated Employees Stock Option Plan, 2025:

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

“RESOLVED THAT in partial modification of the special resolution(s) passed by the members of the Company on October 07, 2021 approving the **Employee Stock Option Policy 2021** (and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 3(1) and 7 and other applicable provisions, if any of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other provisions of all applicable laws, the relevant provisions of the Articles of Association of the Company and subject to such other approval(s), consent(s) or sanction(s) as may be required from any authority including statutory authority, approval of the members of the Company be and is hereby accorded for amendment in the **Employee Stock Option Policy 2021** and adopting an amended and restated **“TechEra Employee Stock Option Policy 2025”** (“ESOP Plan”) for the grant of options of the Company to the eligible employees of the Company, as detailed in the explanatory statement annexed to this notice of meeting.

RESOLVED FURTHER THAT the proposed amendments to the ESOP Scheme are not detrimental to the interests of the option holders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP Plan from time to time, subject to compliance with the applicable laws, rules and regulations, and also to settle any issue(s), question(s), difficulty(ies) or doubt(s) that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

5. Approval for implementation of “TechEra - Employee Stock Option Policy 2025” through trust route and amendments thereto:


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

“RESOLVED THAT pursuant to (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Rule 12 (5) of the Companies (Share Capital and Debentures) Rules, 2014 and other rules thereunder and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued thereunder (including any amendments, modifications and / or re-enactments thereof for the time being in force), (ii) Regulation 3 (1) and 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), (iii) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

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Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), (iv) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with the National Stock Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges"), (v) in accordance with provisions of the Memorandum of Association and Articles of Association of the Company, as amended, and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("GoI"), the Ministry of Corporate Affairs ("MCA"), and Exchange Board of India ("SEBI"), Stock Exchanges and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), approval of the shareholders of the Company be and is hereby accorded to implement ESOP Plan of the Company namely, "TechEra Employee Stock Option Policy 2025" ("ESOP Plan"), as amended, through setting up an irrevocable employee welfare trust of the Company, namely 'TechEra ESOP Trust' ("Trust"), formed as per the provisions of Applicable Laws, including without limitation, Indian Trust Act, 1882, Act and the rules made thereunder, the salient features of which are furnished in the explanatory statement to this notice, and the Trust to acquire, subscribe up to 2,00,900 (Two Lakhs Nine Hundred) fully paid-up Equity Shares of the Company for the purpose of implementation of the ESOP Plan, or for any other purpose(s) as contemplated herein or the indenture of trust executed in relation to the Trust and in due compliance with Applicable Laws and to authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC")) to create, grant and issue from time to time, in one or more tranches, not exceeding 2,00,900 (Two Lakhs Nine Hundred) employee stock options to or for the benefit of eligible employees of the Company to the trust and to superintend the TechEra Employee Stock Option Policy 2025 on such terms and in such manner, in accordance with the provisions of the applicable laws.

RESOLVED FURTHER THAT the proposed amendments to the ESOP Scheme are not detrimental to the interests of the option holders.

RESOLVED FURTHER THAT the Equity Shares, if any, to be issued and allotted by the Company to the trust, subject to restrictions as provided under applicable law and from the trust to the employees under the ESOP Plan shall rank pari-passu in all respects with the then existing Equity Shares of the Company.


RESOLVED FURTHER THAT the above limits shall automatically include within their ambit the expanded or reduced capital of the company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue, buy-back, or other reorganisation of the Company as may be applicable from time to time.


RESOLVED FURTHER THAT the Board and / or any person as authorised by the Board, Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the amendment, administration and evolution of ESOP Plan, for compliance with the SEBI SBEB Regulations and other applicable laws and to give effect to the resolution."

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6. To Grant employee stock options to the employees of subsidiary company(ies) of the Company under 'TechEra Employee Stock Option Plan 2025':

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, pursuant to the provisions of Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 read with all circulars and notifications issued thereunder ('SEBI SBEB Regulations'), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and **subject to** the approval of the amended 'TechEra Employee Stock Option Plan 2025' as mentioned in item no. 4, **subject further to** such other approvals, permissions and sanctions as may be necessary, and conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to offer, grant, issue and transfer from time to time, in one or more tranches of such number of employee stock options ("Options") under the TechEra Employee Stock Option Plan 2025' to the eligible employees of any subsidiary company(ies) of the Company, as may be decided under TechEra Employee Stock Option Plan 2025', exercisable into a corresponding number of equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, where one employee stock Option would convert into one equity share upon exercise and be transferred to the Option grantee by the 'TechEra ESOP Trust' ("Trust") of the Company, on such terms and in such manner as the Board / Committee may decide in accordance with the provisions of the applicable laws and the provisions of "TechEra Employee Stock Option Plan 2025' as amended.”

7. Authorization for providing interest free loan to 'TechEra ESOP Trust' ("trust") of TechEra Employee Stock Option Policy 2025 through trust route and amendments thereto:

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


“RESOLVED THAT, pursuant to the provisions of Section 62(1)(b), 67(3)(b) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the rules notified thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("SEBI SBEB Regulations"), as may be modified from time to time read with all the circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the relevant provisions of the Memorandum of Association and the Articles of Association of TechEra Engineering (India) Limited ("Company"), and such other rules, regulations, circulars and guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), and pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC") and the board of directors of the Company ("Board"), the approval of the shareholders of the Company, be and is hereby accorded to lend an amount not exceeding Rs.25,00,000/- (Rupees Twenty Five Lakh Only) to TechEra ESOP Trust' ("Trust") for the implementation of TechEra Employee Stock Option Policy 2025, and for subscription of new equity

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share issued or for secondary acquisition of shares up to limits as prescribed under the law , in one or more tranches on such terms and condition as may be decided by the Board.

RESOLVED FURTHER THAT, subject to the provisions of Section 67 of the Act and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the SEBI SBEB Regulations, Applicable Laws, and pursuant to the recommendations of the NRC and Board, the approval of shareholders of the Company be and is hereby accorded for the grant of money by way of interest free loan to Trust, with a view to enable the Trust to acquire/ subscribe up to 2,00,900 (Rupees Two Lakh Nine Hundred) fully paid-up Equity Shares of INR 10 (Indian Rupee Ten Only) each of the Company, in one or more tranches, on such terms and conditions as may be decided by the Board for the purpose of implementation of the ESOP Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be subscribed by the Trust through fresh issue shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT, in case the number of Equity Shares to be transferred to the eligible employees are increased on account of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the approval of the shareholders of the Company is accorded to the Trust to acquire such number of additional Equity Shares as may be required in this regard and accordingly the Board / NRC is authorized to make additional provision by way of loan as may be required by the Trust to acquire the said additional Equity Shares.

RESOLVED FURTHER THAT, for the purpose of implementing the ESOP Scheme and generally for giving effect to these resolutions, 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 necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the ESOP Scheme, to the extent permissible under SEBI SBEB Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the shareholders of the Company.”

8. Approval of alteration in Articles of Association:

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


“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for altering the Articles of Association of the Company by way of deletion of the following clauses of the Articles of Association in conformity with the Companies Act, 2013 and rules made thereunder –

(i) The existing Part-B consisting of Articles 225 to 239 including Schedule 1 & 2 (both inclusive hereinafter referred to as “Part B”).

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RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

9. Approval of Alteration of Terms of Appointment including Remuneration of Mr. Nimesh Rameshchandra Desai (DIN: 02779330), Managing Director of the Company, for his remaining tenure:

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

“**RESOLVED THAT** in partial modification of the resolution passes by the members of the Company dated September 30th, 2023 approving the appointment of Mr. Nimesh and September 30th, 2024 approving the revision in remuneration of Mr. Nimesh in the capacity of Managing Director of the Company and in terms of Section 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules, as applicable framed thereunder including any modification(s), re-enactment(s) and alteration(s) thereof for the time being in force, relevant clauses of articles of association of the Company, and upon recommendation of Nomination and remuneration committee and as approved by the board, the consent of the members of the Company be and is hereby accorded to revise the terms including remuneration paid to Mr. Nimesh Rameshchandra Desai (DIN: 02779330), Managing Director of the Company for his remaining period of tenure for a period of three (3) years with effect from April 01st, 2025 till March 31st, 2028 on such terms, conditions and remuneration as provided in the explanatory statement attached to the notice which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act or in case of inadequacy of profit under Section 197 and other applicable provisions during the remaining term of his appointment.

RESOLVED FURTHER THAT any Board of Director of the Company, be and are hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, for giving effect to this resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.”



By the order of Board of Directors
For TECHERA ENGINEERING (INDIA) LIMITED
(Formerly known as Techera Engineering (India) Private Limited)

Sd/-
Pratiksha Kumbhare
Company Secretary
Membership No.: F12098
E-mail ID: cs@techera.co.in
Date: 3rd September, 2025
Place: Pune

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Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM / AGM has been uploaded on the website of the Company at www.techera.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the

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EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on 26th September, 2025 at 09:00 A.M. and ends on 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 or

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joining virtual meeting & voting during the meeting.

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 or joining virtual meeting & voting during the meeting.
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>
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 or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

TechEra Engineering (India) Limited

(Formerly known as TechEra Engineering India Pvt Ltd)

CIN - L29100PN2018PLC179327

 Gat No. 565, Behind Namo Marbles and Timbers,
At Post Velu, Taluka Bhore, District Pune - 412205
 info@techera.co.in

 +91 89565 15845
 www.techera.co.in



NSDL Mobile App is available on




Individual Shareholders holding securities in demat mode with CDSL


1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

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and EVEN is 101456 then user ID is 101456001***

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

- 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.

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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shreyanscs@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

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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 (Name of NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
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 (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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



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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

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

Type of Member	Login
Individual Members holding securities in demat mode with NSDL	<p>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.</p> <p>2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL 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. Thereafter enter the existing user id and password. 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. Click on company name i.e. 'TechEra Engineering (India) Limited' or ESP i.e. NSDL. Members will be re-directed to NSDL's website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. 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. After successful authentication, Members will be

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redirected to NSDL Depository site wherein they can see e-voting page.

- vii. Click on company name i.e **TechEra Engineering (India) Limited** or ESP name i.e NSDL 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




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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.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. <p>2. User not registered for Easi/ Easiest</p> <ul style="list-style-type: none"> 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. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit www.cdslindia.com.
Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'TechEra Engineering (India) Limited' or 'NSDL'. v. Members will be redirected to e-voting website of NSDL for casting

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.

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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
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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Approval for Appointment of Mr. Meet Nimesh Desai (DIN: 08246763), as Whole-time Director of the Company and his remuneration

In terms of the Articles of Association and Nomination and Remuneration Policy of the Company (the 'Policy') and as recommended by the Nomination, Remuneration and Compensation Committee (the 'NRC Committee'), the Board of Directors at its meeting held on 3rd September, 2025 has appointed **Mr. Meet Nimesh Desai (DIN: 08246763)** as an Additional Director of the Company, in terms of Section 161 of the Companies Act, 2013 (the 'Act'). Mr. Meet Nimesh Desai holds office upto the date of the ensuing Annual General Meeting ('AGM') and is eligible for appointment as a Director of the Company. Further, in terms of the Policy and based on the recommendation of the NRC Committee and subject to members approval, the Board has also appointed Mr. Meet Nimesh Desai as a Whole-time Director of the Company for a term of Three (3) years effective from 3rd September 2025 to 2nd September, 2028 on the terms and conditions including remuneration as given below:

I. Salary, Allowances, Perquisites and Retiral Benefits

S. No.	Particulars	Amount per month (In Rs.)
1.	Basic Salary	1,61,534.50
2.	House Rent Allowance	64,613.80
3.	Conveyance	1,500.00
4.	Misc Allowances	95,420.70



Relevant information and disclosures prescribed in Schedule V to the Act are given below:

General Information		
1.	Nature of Industry	<p>TechEra Engineering (India) Limited operates in the engineering and manufacturing industry, specializing in providing end-to-end engineering solutions across multiple sectors. The company is primarily engaged in the design, development, prototyping, and production of precision-engineered components, sub-assemblies, and turnkey systems. With a strong focus on innovation and quality, TechEra serves critical sectors such as automotive, aerospace, defence, electronics, and industrial automation.</p> <p>The company's capabilities include mechanical and electro-mechanical design, CNC machining, fabrication, product assembly, testing, and quality assurance. TechEra leverages advanced technologies, including CAD / CAM systems, automation tools, and industry best practices, to deliver customized, cost-effective, and scalable engineering solutions to both domestic and international clients.</p>

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		As a newly listed entity on the NSE Emerge platform, TechEra Engineering is poised for expansion, with a strategic vision to contribute to India’s growing manufacturing ecosystem and to support the "Make in India" initiative by enhancing indigenous capabilities in precision engineering and advanced manufacturing.																
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 2018.																
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	<div>As per Standalone Audited Financials:</div> <table><tr><th>Particulars</th><th>FY 2024-25</th></tr><tr><td>Paid-up Capital</td><td>1,652.09</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>3,311.10</td></tr><tr><td>Total Revenue</td><td>4,973.38</td></tr><tr><td>Total Expenses</td><td>4,520.59</td></tr><tr><td>Profit before Tax</td><td>452.79</td></tr><tr><td>Tax Expenses</td><td>136.07</td></tr><tr><td>Profit after Tax</td><td>316.72</td></tr></table>	Particulars	FY 2024-25	Paid-up Capital	1,652.09	Reserves excluding Revaluation Reserves	3,311.10	Total Revenue	4,973.38	Total Expenses	4,520.59	Profit before Tax	452.79	Tax Expenses	136.07	Profit after Tax	316.72
Particulars	FY 2024-25																	
Paid-up Capital	1,652.09																	
Reserves excluding Revaluation Reserves	3,311.10																	
Total Revenue	4,973.38																	
Total Expenses	4,520.59																	
Profit before Tax	452.79																	
Tax Expenses	136.07																	
Profit after Tax	316.72																	
5.	Foreign investments or collaborators, if any	The Company has made investment of 10% in the share capital of TechEra Engineering (USA) Inc in the month of July, 2025. Foreign investors, mainly comprising NRIs, FPIs, etc. are investors in the Company as a result of issuance of securities in past and secondary market purchase of the shares of the Company.																
II. INFORMATION ABOUT THE APPOINTEE:																		
6.	Background details about Mr. Meet Nimesh Desai	Mr. Meet Nimesh Desai is the Founder and Promoter of <i>TechEra Engineering (India) Limited</i> . He holds a bachelor’s degree in mechanical engineering and completed his M.Sc. in Aerospace Engineering from the University of Southampton in 2014. He began his professional journey as an Executive Engineer at Techcellency Engineering (India) Private Limited. Subsequently, he joined Jendamark Techcellency Engineering India Private Limited, where he rose from Assistant Manager – Projects to																

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		<p>Head of Projects, demonstrating strong leadership and technical capabilities early in his career.</p> <p>At the young age of 26, Mr. Meet Nimesh Desai founded <i>TechEra Engineering (India) Private Limited</i>, which, in a span of just seven years, has grown into a publicly listed company recognized in the domain of Defence and Aerospace tooling manufacturing. His journey is a testament to his passion, determination, and forward-thinking approach.</p> <p>A dynamic and visionary entrepreneur, Mr. Meet Nimesh Desai is known for his strategic mindset, sharp analytical skills, and in-depth technical knowledge. His leadership has been instrumental in shaping the company's growth trajectory and driving innovation in engineering solutions.</p> <p>He believes in building and growing with a team of driven and like-minded professionals, fostering a collaborative and vibrant work culture. Mr. Meet Nimesh Desai also takes a keen interest in employee engagement and is committed to nurturing a youthful and energetic organizational environment.</p> <p>In recognition of his entrepreneurial spirit and leadership, he was honored as a <i>Young Leader</i> by Symbiosis University on World Skills Day in July 2018. He is also the proud recipient of the "Bumblebee Award" at the Chrysalis Entrepreneur Forum, celebrating his achievements as a promising and impactful entrepreneur.</p>
7.	Past Remuneration	Mr. Meet Nimesh Desai, was paid a salary of Rs.40,00,000/- (Rupees Forty Lakh Only) per annum in the capacity of holding office in the place of profit.
8.	Recognition or awards	In recognition of his entrepreneurial spirit and leadership, he was honored as a Young Leader by Symbiosis University on World Skills Day in July 2018. He is also the proud recipient of the "Bumblebee Award" at the Chrysalis Entrepreneur Forum, celebrating his achievements as a promising and impactful entrepreneur.
9.	Job profile and his suitability	Mr. Meet Nimesh Desai, Founder and Promoter of TechEra Engineering (India) Limited, brings a strong blend of technical expertise and visionary leadership to the Board. With a Master's in Aerospace Engineering and diverse experience in project execution and team leadership, he has played a pivotal role in the company's rapid growth. His deep understanding of the engineering and manufacturing domain, coupled with strategic planning abilities, makes him well-suited to steer the company in the highly specialized Defence and Aerospace tooling sector. Under his guidance, TechEra has evolved into a listed entity

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		within six years. His commitment to innovation, operational excellence, and employee-centric culture further strengthens his suitability as a Director driving long-term value.
10.	Remuneration proposed	As mentioned above in the explanatory statement.
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and experience of the appointee, the remuneration is fully justifiable and in line with the existing industry norms.
12.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Meet Nimesh Desai is a Promoter shareholder of the Company. Further, he is related to Mr. Nimesh Rameshchandra Desai, Managing Director and Key managerial personnel and Mrs. Kalpana Nimesh Desai, Director of the Company.
OTHER INFORMATION		
13.	Reasons of loss or inadequate profits	As the Company is in its growth phase and has made high capital investment in plant and machinery to cater to high growth Defence and Aerospace industry which lead to higher finance cost and generation of revenue going to take time while resulting in inadequate profits in terms of the provisions of Section 197 of the Companies Act, 2013,
14.	Steps taken or proposed to be taken for improvement	The management has focused business strategy across all its businesses to improve the profitability of the Company on a consolidated basis.
15.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The management is optimistic about achieving sustained revenue growth and profitability in the future on a consolidated basis. Therefore, the managerial remuneration is expected to be in the statutory limit on a consolidated basis in the upcoming years.
DISCLOSURES: - NOT APPLICABLE		

The disclosures prescribed under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in **Annexure-A** of the Notice.

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Except, Mr. Meet Nimesh Desai and his relatives Mr. Nimesh Rameshchandra Desai and Mrs. Kalpana Nimesh Desai, none of the other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 3.

The Boards of Directors recommends the resolutions set out at Item No. 3 of the Notice for approval of the members by way of Special Resolution, respectively.

Item No. 4, 5, 6 and 7:



The Company has adopted Employee Stock Option Policy 2021 implemented through the 'Direct' route. Based on the approval of the Nomination and Remuneration Committee ("NRC"), and board of directors ("Board") on 3rd September, 2025, and subject to the approval of the shareholders, we are now proposing the amendment in the ESOP Plan and adopting an amended and restated ESOP Plan namely, "TechEra Employee Stock Option Policy 2025" and grant of options of the Company to the eligible employees of the Company and its subsidiary(ies) and to modify the mode of implementation of ESOP plans to the Trust route (instead of Direct route). The Direct route results in significant inefficiency in administering ESOPs from a time and resource perspective. In contrast, under the Trust route, all the shares available for grant under the ESOP Scheme are issued upfront by the Company to an ESOP trust as part of a single transaction and thereafter, shares are transferred to employees upon exercise of ESOPs. This makes the Trust route (a) simpler and more efficient, (b) benefits employees by reducing share allotment time. In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the amended ESOP Scheme are provided under the following table:

S. No.	Particulars	Description
1.	Brief description of the scheme(s)	<p>The Company strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organization. The underlying philosophy of TechEra Employee Stock Option Policy 2025 is to enable the employees of the Company and its subsidiary(ies), present and future, to share the wealth that they help to create for the organization over a certain period of time.</p> <p>The Company is proposing to implement ESOP Scheme through trust route. The Nomination and Remuneration Committee (NRC) shall act as the Compensation Committee for the administration of the ESOP Scheme. All questions of interpretation of the ESOP Scheme shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the Scheme.</p>
2.	Total number of options, shares or benefits, as the case may be, to be offered and granted	<p>The total number of options to be offered and granted will be 2,00,900 equity shares of Rs.10/- each.</p> <p>In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity</p>

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		shares are issued by the Company to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme	<p>(a) a permanent employee of the Company and its subsidiary(ies) working in India or out of India; and who as per the assessment of the management of the Company and the Board of Directors, has performed exceedingly well, at present and in the past; or</p> <p>(b) a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or</p> <p>(c) an employee as defined in clauses (a) or (b) of a Subsidiary, in India or outside India, of the Company,</p> <p>but does not include:</p> <p>(i) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (Ten percent) of the outstanding Equity Shares of the Company.</p>
4.	Requirements of vesting and period of vesting	<p>The period between Date of Grant and Date of Vesting (“Vesting Period”) shall be determined by the Board of Directors, provided that the Vesting Period shall not be less than 1 (One) year (“Cliff Period”).</p> <p>Provided that in no event shall the period between the Date of Grant and Date of Vesting exceed 4 (Four) years from the Date of Grant or such other additional period as may be determined by the Board.</p>
5.	Maximum period (subject to regulation 18(1) of SBEB	Any Option granted under the ESOP Scheme shall be subject to a maximum vesting period of 4 (Four) years from the date of grant of Options.

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	regulations within which the options / benefits shall be vested)	The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.
6.	Exercise price or pricing formula	<p>The exercise price per Option shall be determined by the Committee at the time of grant which shall not exceed the market price of the shares of the Company as on the date of grant.</p> <p>The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.</p>
7.	Exercise period / offer period and process of exercise / acceptance of offer	<p>The options granted to eligible employees shall become exercisable only after the completion of six (6) years from the Grant Date, subject to the employee having completed a continuous period of four (4) years of employment with the Company and its subsidiary(ies) from the Grant Date, as per the vesting condition.</p> <p>However, the process of exercise shall be administered and carried out through the Trust.</p>
8.	Appraisal process for determining the eligibility of employees for the scheme	<p>The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like designation, tenure with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.</p> <p>However, for new joiners, the broad criteria for appraisal and selection shall be basis prior work experience, applicable skills, designated job role or such other factors as determined by the Nomination and Remuneration Committee.</p>
9.	Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any	The number of Options that may be granted under the ESOP Scheme per employee and in aggregate (taking into account all grants) for such an employee, shall not exceed 17,780 Options.
10.	Maximum quantum of benefits to be provided per employee under a scheme	<p>The employees will be entitled to the shares of the Company on exercise of Options as per the terms provided under the ESOP Scheme.</p> <p>The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares</p>

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		determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.
11.	Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust;	ESOP Scheme shall be implemented and administered through Trust and supervised by the Nomination and Remuneration Committee.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The ESOP Scheme contemplates the issue of fresh/ primary equity shares by the Company.
13.	The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.	The Company shall provide necessary financial assistance by granting interest free loan to the Trust, subject maximum of Rs.25,00,000 (Rupees Twenty Five Lakhs only), being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable.
15.	Statement to the effect that the company shall conform to the accounting policies specified in regulation 15;	The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/ or any other applicable accounting standards as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including the disclosure requirements prescribed therein in compliance with Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws.
16.	Method which the Company shall use to value its options	The Company shall adopt intrinsic value method for valuation of Options pursuant to relevant accounting standards / guidance note, as applicable, notified by competent authorities from time to time.
17.	Period of lock-in.	The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general.
18.	Terms & conditions for buyback, if any of specified securities	Subject to the provisions of the prevailing applicable law, the Board shall determine the procedure for buy-back of the specified securities / Options granted under the ESOP Scheme

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	covered under SBEB Regulations	if to be undertaken at any time by the Company and the applicable terms and conditions thereof.
19.	Declaration	In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Given the Company has proposed implementing ESOP Scheme through the Trust route, 'TechEra ESOP Trust' ("trust") is proposed to be formed. In order to enable, the Company is seeking shareholders approval through special resolution to provide an interest free loan to the Trust, subject maximum of Rs.25,00,000 (Rupees Twenty Five Lakhs only), which is within ceiling prescribed under Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014. The loan shall be repayable to the Company upon receipt of exercise price paid to the Trust when the ESOPs are exercised. The details required in the explanatory statement for the provision of such money, under section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

1. The class of employees for whose benefit the ESOP Scheme are being implemented and money is being provided for purchase of or subscription to shares: The class of employees for whose benefit the ESOP Scheme are being implemented are provided under the 'TechEra Employee Stock Option Policy 2025' respectively.
2. The particulars of the trustee in whose favour such shares are to be registered: As mentioned in clause 3 below.
3. The particulars of the trust and name, address, occupation and nationality of trustees and their relationship with the promoters / promoter group, directors or key managerial personnel, if any:

(a) Name and address of the irrevocable Trust: 'TechEra ESOP Trust' ("trust"), Gat No. 565, Behind Namo Marbles, Tal - Bhore, Pune – 412205

4. (b) Details of the present trustees:

Name of the trustee	Address	Occupation	Nationality
Mr. Rajesh Bhaskar Mandlik	13-B, Amar Ashiyana, Behind Taty Tope Society, Wanwadi, Pune, Maharashtra 411040	Business	Indian
Mr. Nandkumar Vasantrao Khatavkar	A-1101, Sun Satellite, Sun City Road, Anandnagar, Wadgaon (BK), Pune Maharashtra 411051	Business	Indian

Further, none of the trustees are related with the Directors or key managerial personnel.

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5. Any interest of key managerial personnel, directors or promoters in ESOP Plans or trust and effect thereof: None of the key managerial personnel and Directors are interested in the ESOP Scheme except that the key managerial personnel / director(s) may deem to be interested in the ESOP Scheme to the extent of stock options as may be granted to them and to the extent of their shareholding in the Company.
6. The detailed particulars of benefits which will accrue to the employees from the implementation of the ESOP Scheme: Upon exercise of stock options, the eligible employees, will be entitled to receive Equity Shares of the Company, in accordance with the ESOP Schemes, subject to the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and such other laws as may be applicable.
7. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ESOP Scheme would be exercised: The SBEB Regulations provide that the trustee of a trust governed under the SEBI SBEB Regulations, shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither the Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by the Trust.

The Resolutions contained at Item No. 4, 5, 6 and 7 seeks to obtain the approval of shareholders by way of special resolution, for authorizing the Board to amend the ESOP Plan and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Scheme; to implement the ESOP Plan through Techera ESOP Trust including create issue and allot 2,00,900 employee stock options; to Grant options to the employees of Subsidiary(ies) of the Company and to Grant Interest Free Loan to Techera ESOP Trust.

A draft of the ESOP Plan with the proposed amendments shall be available at the registered office of the Company, for inspection during business hours of the Company from 6th September, 2025 up to the last date of remote e-voting.

Pursuant to Section 102 of the Act, the Board do hereby confirm that none of the Directors and key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any employee stock options under the ESOP Plan, in accordance with the applicable law.



Item No. 8:

Alteration in Articles of Association

The Board of Directors has proposed to amend the existing Articles of Association (“Articles”) of the Company by deleting the following provisions in alignment with the Companies Act, 2013 and the applicable rules framed thereunder:

(i) *Part B*, comprising Articles 225 to 239 (both inclusive) along with Schedules 1 and 2, which were incorporated into the Articles pursuant to the Subscription-cum-Shareholders’ Agreement dated 23rd September, 2021.

Since the Company has been listed on the NSE Emerge platform, the aforementioned *Part B* has ceased to have any legal effect. Accordingly, it is now proposed to formally remove *Part B* from the Articles of Association.

These amendments are procedural in nature and for smooth working of activities. The proposed draft Articles of Association after deletion of the above mentioned Part B is available for inspection of the shareholders of Company at the registered office of company on all working days (during business hours) and the website of the Company www.techera.co.in upto the date of Annual General Meeting. Pursuant to the provisions of Section 14 for amending the Articles of Association approval of Shareholders by way of Special Resolution is required and your Board recommends the above resolution for your approval by way of a **Special Resolution**.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the above resolutions.

Item No. 9:



Approval of Alteration of Terms of Appointment including Remuneration of Mr. Nimesh Rameshchandra Desai (DIN: 02779330), Managing Director of the Company, for his remaining tenure:

In terms of the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the remuneration payable to its Directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% or 10% or 5%, as the case maybe of the net profits of the Company computed in the manner laid down under Section 198 of the Act. Provided that

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the company in general meeting may, authorise the payment of remuneration exceeding aforesaid percentage of the net profits of the company, subject to the provisions of Schedule V. As per Schedule V, Part II, Section II of the Companies Act, 2013, in the event of inadequacy or absence of profits, the payment of remuneration exceeding the limits prescribed under Section 197 of the Act requires approval by the members of the company through Ordinary Resolution or Special Resolution, as the case maybe for a period not exceeding 3 years.

Mr. Nimesh Rameshchandra Desai (DIN: 02779330) was appointed as managing director of the company by the shareholder in its meeting dated September 30th, 2023 for a period of five years commencing from September 15th, 2023 to September 14th, 2028 upon such terms and condition as approved thereof.

In view of the provision of Companies Act, 2013 the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the company, has approved the proposal of the revision in his remuneration of annually upto Rs.74,00,000/- (Rupees Seventy Four Lakhs) from 1st April, 2025 till 31st March, 2028, subject to the approval of shareholders, as set out in the resolution being item no. 9 of the accompanying notice and on such terms and condition including remuneration as given below;

II. Salary, Allowances, Perquisites and Retiral Benefits

S. No.	Particulars	Amount per month (In Rs.)
1.	Basic Salary	3,50,000
2.	House Rent Allowance	1,40,000
3.	Conveyance	1,500
4.	Misc Allowances	1,05,969



Relevant information and disclosures prescribed in Schedule V to the Act are given below:

General Information		
1.	Nature of Industry	<p>TechEra Engineering (India) Limited operates in the engineering and manufacturing industry, specializing in providing end-to-end engineering solutions across multiple sectors. The company is primarily engaged in the design, development, prototyping, and production of precision-engineered components, sub-assemblies, and turnkey systems. With a strong focus on innovation and quality, TechEra serves critical sectors such as automotive, aerospace, defence, electronics, and industrial automation.</p> <p>The company's capabilities include mechanical and electro-mechanical design, CNC machining, fabrication, product assembly, testing, and quality assurance. TechEra leverages advanced technologies, including CAD / CAM systems, automation tools, and industry best practices, to deliver</p>

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		<p>customized, cost-effective, and scalable engineering solutions to both domestic and international clients.</p> <p>As a newly listed entity on the NSE Emerge platform, TechEra Engineering is poised for expansion, with a strategic vision to contribute to India’s growing manufacturing ecosystem and to support the "Make in India" initiative by enhancing indigenous capabilities in precision engineering and advanced manufacturing.</p>																
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 2018.																
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	<div>As per Standalone Audited Financials: (Amount in Lakhs)</div> <table><tr><th>Particulars</th><th>FY 2024-25</th></tr><tr><td>Paid-up Capital</td><td>1,652.09</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>3,311.10</td></tr><tr><td>Total Revenue</td><td>4,973.38</td></tr><tr><td>Total Expenses</td><td>4,520.59</td></tr><tr><td>Profit before Tax</td><td>452.79</td></tr><tr><td>Tax Expenses</td><td>136.07</td></tr><tr><td>Profit after Tax</td><td>316.72</td></tr></table>	Particulars	FY 2024-25	Paid-up Capital	1,652.09	Reserves excluding Revaluation Reserves	3,311.10	Total Revenue	4,973.38	Total Expenses	4,520.59	Profit before Tax	452.79	Tax Expenses	136.07	Profit after Tax	316.72
Particulars	FY 2024-25																	
Paid-up Capital	1,652.09																	
Reserves excluding Revaluation Reserves	3,311.10																	
Total Revenue	4,973.38																	
Total Expenses	4,520.59																	
Profit before Tax	452.79																	
Tax Expenses	136.07																	
Profit after Tax	316.72																	
5.	Foreign investments or collaborators, if any	The Company has made investment of 10% in the share capital of TechEra Engineering (USA) Inc in the month of July, 2025. Foreign investors, mainly comprising NRIs, FPIs, etc. are investors in the Company as a result of issuance of securities in past and secondary market purchase of the shares of the Company.																
II. INFORMATION ABOUT THE APPOINTEE:																		
6.	Background details about Mr. Nimesh	Mr. Nimesh Rameshchandra Desai is a visionary businessman and a Mechanical Engineer. He started his company Techcellency in 1998 and since then in two decades, conquering																

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	Rameshchandra Desai	<p>the problems faced, he scaled the organizations to a new height with his vision and dynamic leadership. With a revenue of Rs. 3.5 lacs in 1998 to 2017, Jendamark Techcellency, a multinational company, with over 200 employees, a revenue of over Rs. 52 crores, he built an organization with strong set of values and principles and he worked as a Founder and Managing Director of the company. This earned him the respect and fame across customers, suppliers and people tied to Mechanical industry in Pune.</p> <p>Moving on from Jendamark Techcellency, TechEra Engineering (India) Private Limited as a Chairman, Director and a majority shareholder. Within the first year, the company has achieved a revenue of Rs. 15 cr. And within 6 years TechEra is now listed on stock exchange.</p>
7.	Past Remuneration	Rs.74,00,000/- (Rupees Seventy-Four Lakhs Only)
8.	Recognition or awards	<p>Under the leadership of Mr. Nimesh Rameshchandra Desai, TechEra Engineering (India) Limited has received various awards one of the recent award is:</p> <p>Best Aerospace Component Manufacturer Startup Award by NavBharat StartUp Summit, 2025</p>
9.	Job profile and his suitability	<p>Mr. Nimesh Rameshchandra Desai, Founder and Promoter of TechEra Engineering (India) Limited, brings a strong blend of technical expertise and visionary leadership to the Board. He has a diverse experience in project execution and team leadership, he has played a pivotal role in the company's rapid growth. His deep understanding of the engineering and manufacturing domain, coupled with strategic planning abilities, makes him well-suited to steer the company in the highly specialized Defence and Aerospace tooling sector. Under his guidance, TechEra has evolved into a listed entity within six years. His commitment to innovation, operational excellence, and employee-centric culture further strengthens his suitability as a Director driving long-term value.</p>
10.	Remuneration proposed	As mentioned above in the explanatory statement.
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and experience of the appointee, the remuneration is fully justifiable and in line with the existing industry norms.
12.	Pecuniary relationship,	Besides the remuneration proposed, Mr. Nimesh Rameshchandra Desai is a Promoter shareholder of the Company. Further, he is

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	directly or indirectly, with the Company or relationship with the managerial personnel, if any	related to Mr. Meet Nimesh Desai, Whole time Director and Mrs. Kalpana Nimesh Desai, Director of the Company.
OTHER INFORMATION		
13.	Reasons of loss or inadequate profits	As the Company is in its growth phase and has made high capital investment in plant and machinery to cater to high growth Defence and Aerospace industry which lead to higher finance cost and generation of revenue going to take time while resulting in inadequate profits in terms of the provisions of Section 197 of the Companies Act, 2013.
14.	Steps taken or proposed to be taken for improvement	The management has focused business strategy across all its businesses to improve the profitability of the Company on a consolidated basis.
15.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The management is optimistic about achieving sustained revenue growth and profitability in the future on a consolidated basis. Therefore, the managerial remuneration is expected to be in the statutory limit on a consolidated basis in the upcoming years.
DISCLOSURES: - NOT APPLICABLE		

The Boards of Directors recommends the resolutions set out at Item No. 9 of the Notice for approval of the members by way of **Special Resolution**, respectively



By the order of Board of Directors
For TECHERA ENGINEERING (INDIA) LIMITED
(Formerly known as Techera Engineering (India) Private Limited)

Sd/-
Pratiksha Kumbhare
Company Secretary
Membership No.: F12098
E-mail ID: cs@techera.co.in
Date: 3rd September, 2025
Place: Pune

TechEra Engineering (India) Limited

(Formerly known as TechEra Engineering India Pvt Ltd)

CIN - L29100PN2018PLC179327

 Gat No. 565, Behind Namo Marbles and Timbers,
At Post Velu, Taluka Bhor, District Pune - 412205
 info@techera.co.in

 +91 89565 15845
 www.techera.co.in



ANNEXURE A TO THE NOTICE



Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards -2 of ICSI

Name	Mr. Meet Nimesh Desai
Directors Identification Number	08246763
Date of Birth	23/01/1992
Date of First Appointment on the Board	03/10/2018
Brief Resume of Director	Mr. Meet Nimesh Desai is a Founder and Promoter of the Company. He pursued an M. Sc in Aerospace Engineering, University of Southampton in the year 2014. He started his career as an Executive Engineer in Techcellency Engineering (India) Private Limited. Later he joined Jendemark Techcellency Engineering India Private Limited as an Assistant Manager-Projects and was promoted to Head of projects. At the age of just 26 years he started Techera Engineering (India) Private Limited and in just 7 years span of time Techera is now a Defence and Aerospace Tooling Manufacturing company.
Experience in Specific Functional Area and Expertise	As mentioned in the Explanatory Statement
Qualifications	Bachelors in Mechanical Engineering M.Sc in Aerospace Engineering
Terms and Conditions of Appointment/ Re-appointment	As a Whole time Director liable to retire by rotation
Details of Remuneration sought to be paid.	Rs. 40,00,000/- per annum
Last Drawn Remuneration	Rs. 40,00,000/- per annum
Relations with other directors and Key Managerial Personnel	Mr. Meet Nimesh Desai is related to Company's Managing Director, Mr. Nimesh Rameshchandra Desai and Mrs. Kalpana Nimesh Desai, Non- Executive Director of

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	the Company and belongs to promoter and promoter(s) Group of the Company.
Names of Listed Entities in which the Person also holds Directorship and the Membership of the Committee of the Board	Nil
Names of Listed Entities from which the Person resigned in past 3 years	Nil
Directorship in other Companies	TechEra Design Centre Private Limited
Chairman / Member in the committees of the Boards of Companies	Nil
No. of Shares held in the Company	23,53,975
Number of meetings attended during the year	Nil

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