The Silent Performer
XL ENERGY LTD

Date: 08-09-2026

To,
The General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Scrip Code 532788

To
National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai- 400051
SYMBOL: XLENERGY.

Subject: Notice of the 39th Annual General Meeting ('AGM') of the Company for the FY 2025-26.

Dear Sir/Madam,

This is to inform that the 39th Annual General Meeting ('AGM') of the members of the Company will be held on Wednesday, September 30, 2026 at 4:00 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with applicable circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI.

Pursuant to Regulation 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith a copy of Notice of the 39th Annual General Meeting of the Company

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ('e-voting'). The detailed process to join meeting through VC / OAVM and e-voting, are set out in Notice of the AGM.

Further, the Company has fixed 23rd September, 2026 as the "Cut-Off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM.

The remote e-voting period commences on Saturday, 26th September, 2026 9.00 A.M. (IST) and ends on Tuesday, 29th September, 2026 5.00 P.M. (IST). During the period, members holding shares either in physical form or in dematerialized form, as on Wednesday, 23rd September 2026 i.e., Cut-off date, may cast their vote electronically. Those members, who are attending the AGM and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote at the meeting.

XL ENERGY LIMITED

XL ENERGY LIMITED
CIN No: U31300TG1985PLC005844
Office 318, 3rd Floor, Mittal Chambers, 2-2-51, M.G. Road, Secunderabad, Hyderabad, Telangana, India, 500003, Tel – 040-27710751
Corp address: Office No.2, 1st Floor, 7 Homji Street, Rahimtoola House, Fort, Mumbai – 400 001.
E-mail: xlenergy85@gmail.com
Phone: +91 7666540600

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The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive).

Key information:

Cut-off Date	Wednesday, September 23, 2026
Day, Date and time of commencement of remote e-Voting	Saturday, September 26, 2026 at 9:00 a.m.
Day, Date and time of end of remote e-Voting	Tuesday, September 29, 2026 at 5:00 p.m.
Annual General Meeting	Wednesday, 30th September, 2026 at 04:00 p.m.

Kindly acknowledge and take on record the same.

Thanking You.
FOR XL ENERGY LIMITED

Naresh Jain

Digitally signed by Naresh Jain
DN: c=IN, o=Personal, title=9728, pseudonym=db23cb43ee484fb98e4670ffb45d23bd, 2.5.4.20=934b30e1603c0a0c4a04ed25151ab523dd4a1b7c423713ac2f70bca753e51abc, postalCode=400025, st=Maharashtra, serialNumber=4555f9feb50923beed6b68d7f98e31e5167ff73ec7668c88d2dd08a39b6651c9, cn=Naresh Jain
Date: 2026.09.08 16:39:04 +05'30'

Naresh Jain
Director
(DIN: 00291963)

XL ENERGY LIMITED

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CIN No: U31300TG1985PLC005844
Office 318, 3rd Floor, Mittal Chambers, 2-2-51, M.G. Road, Secunderabad, Hyderabad, Telangana, India, 500003, Tel – 040-27710751
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XL ENERGY LIMITED
CIN: U31300TG1985PLC005844
Add: Office 318, 3rd Floor, Mittal Chambers, 2-2-51, M.G. Road, Secunderabad, Hyderabad, Telangana, India, 500003.
Email: xlenergy85@gmail.com **Website:** www.xlenergy.co

NOTICE OF 39th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF XL ENERGY LIMITED WILL BE HELD ON WEDNESDAY, 30TH DAY OF SEPTEMBER, 2026 AT 04:00 P.M (I.S.T) THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

BACKGROUND

The Corporate Insolvency Resolution Process ("CIRP") of **XL Energy Limited** ("Corporate Debtor"/ "Company"), was initiated by M/s Invent Assets Securitization and Reconstruction Pvt Ltd. (Financial Creditor), pursuant to Company Petition - CP(IB) No. 16/7/HDB/2023 under the provisions of section 7 of Insolvency Bankruptcy Code, 2016 ("the Code") read with the rules and regulations framed thereunder.

The Hon'ble National Company Law Tribunal ("NCLT"), Hyderabad Bench, vide an order dated 27th March, 2023 (**Insolvency Commencement Date**), directed commencement of CIRP of the company and Mr. Vijay P Lulla, having IBBI Reg. No. as IBBI/IPA-001/IP-P00323/2017-18/10593, was appointed as Interim Resolution Professional ("IRP") and subsequently confirmed as Resolution Professional ("RP") in the first meeting of Committee of Creditors ("CoC") held on 02nd May,2023.

The Hon'ble NCLT, Hyderabad Bench, approved the Resolution Plan submitted by the Consortium comprising Ms. Karishma Jain; M/s Jupiter City Developers (I) Limited & M/s Adwaita Navigations Private Limited ("**Successful Resolution Applicant (SRA)**") vide order dated 19th April, 2024, passed in IA No. 5 of 2024 in CP (IB) No. 16/2023.

Status of Resolution Plan Implementation, Re-listing Directions and Listing Compliance

A Monitoring Committee, comprising the Resolution Applicant, RP and representative of the Committee of Creditors, continued to supervise and monitor the implementation during the year.

Subsequent to successful conclusion of the CIRP in 2024, the Hon'ble NCLT, Hyderabad Bench, vide its order dated 02.05.2025 in IA filed by SRA seeking reliefs in IA no IA (IBC)/1726/2024, directed the relisting of the equity shares of the Company on the stock exchanges.

Further, vide order dated 2nd May 2025 in IA no IA (IBC)/1726/2024, the Hon'ble NCLT directed the re-listing of the equity shares of the Company on the stock exchanges. Pursuant to the said order, stock exchanges- NSE and BSE changed the status of the Company from **'delisted' to suspended'** with effect **28th May 2025**.

However, the National Stock Exchange of India Limited ("NSE") filed an appeal against the NCLT directions and order dated 2nd May 2025. Vide order dated 23 June 2025, the Hon'ble NCLAT directed continuation of actions as per the operative portion of the impugned order.

Subsequently, National Stock Exchange of India Limited ("NSE") preferred Civil Appeal No. 9667 of 2025 before the Hon'ble Supreme Court of India challenging the said order dated 23 June 2025. The Hon'ble Supreme Court, while disposing of the appeal, observed that it would not make any observations at this stage and directed that subject to the final outcome of the main appeal pending before the Hon'ble NCLAT, relisting of the Company shall not be carried out. Accordingly, the appeal was disposed of.

In view of the appeal pending before the Hon'ble NCLAT, the process relating to re-listing of the Company's equity shares and the consequential recognition/giving effect to the capital restructuring by the Stock Exchanges and Depositories remained pending as at 31 March 2026.

The Company had, however, undertaken the requisite corporate actions and filings with the Registrar of Companies in relation to the capital restructuring contemplated under the Approved Resolution Plan. The consequential actions relating to Stock Exchange approvals, depository corporate actions and re-listing remained subject to regulatory approvals and the outcome of the pending appeal.

Management, together with the Monitoring Committee and Resolution Applicant, continues to work towards completing the remaining compliances and giving full effect to the Resolution Plan, subject to regulatory approvals and the outcome of the pending appeal.

ORDINARY BUSINESS

1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Financial statement of the Company for the year ended 31st March, 2026 including reports of the Board of Directors and Auditors thereon, and in this regard, if thought fit, pass the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 including reports of the Board of directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. RETIREMENT BY ROTATION:

To consider the appointment of director in place of Mr. Naresh Manakchand Jain (DIN: 00291963), who is liable to retire by rotation and being eligible offers himself for re-appointment, and in this regard, if thought fit, pass following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded, to re-appoint Mr. Naresh Manakchand Jain (DIN: 00291963), who retires by rotation at this meeting."

"RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to the resolution**."**

<u>**SPECIAL BUSINESS**</u>

3. **Appointment of Mr. Pankaj Jain (DIN: 11114458) as Non-Executive, Independent Director of the company for term of 5 years,** and in this regard, if thought fit, to pass the following resolution as **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the notice received under section 160 of the Act and recommendation of Board of Directors of the Company and in line with the Articles of Association of the Company, Mr. Pankaj Jain (holding DIN: 11114458), who was appointed as an Additional Non-executive Independent Director of the Company with effect from 04th August, 2026, and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from the original date of appointment i.e 04 August 2026 to 03 August 2031(both days inclusive).

   RESOLVED FURTHER THAT each of the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act."

4. **Appointment of Mr. Harsh Jain as Manager of the company of the company for term of 5 years,** and in this regard, if thought fit, to pass the following resolution as **Ordinary Resolution**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and in accordance with the terms and conditions of the Resolution Plan approved under the Insolvency and Bankruptcy Code, 2016 and the powers vested in the Monitoring Committee thereunder, and pursuant to the approval accorded by the Monitoring Committee/Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Harsh Jain as the Manager of the Company, for a period of five (5) years with effect from 04th August 2026, on the terms and conditions, including remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) per month, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and on such other terms and conditions as may be determined in accordance with the provisions of the Act, Schedule V thereto and other applicable laws.

   RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Harsh Jain, the remuneration payable to him shall be subject to the applicable provisions of Section 197 read with Schedule V to the Act and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this resolution and to make such filings, intimations and disclosures with the Registrar of Companies, stock exchange(s), SEBI and/or any other statutory or regulatory authority, as may be required under applicable law

5. **To Confirm the Appointment of Mr. Suryakant Kadakane Maruti (DIN: 02272617) as a Non-Executive Independent Director** of the company for a term of 5 years by way of **Special Resolution.**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, and in continuation of the approval already accorded by the Members by way of an Ordinary Resolution at the Annual General Meeting held on 31 December 2025, consent of the members of the Company be and is hereby accorded for appointment and continuation of Mr. Suryakant Kadakane Maruti (DIN: 02272617) as a Non-Executive Independent Director of the Company, whose appointment has been duly noted/approved in the monitoring committee meeting on 09th December 2025, to hold office for a period of five consecutive years with effect from **9th December 2025 till 08th December 2030**, on the terms and conditions as set out in the explanatory statement annexed to the notice of this meeting, fixed by the Monitoring Committee /New Board, with liberty to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Company and Mr. Suryakant Kadakane Maruti.

   RESOLVED FURTHER THAT any of the directors and KMP of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient in the best interest of the Company."

For and on behalf of the
Board of Directors
XL Energy Limited

Naresh Manakchand Jain
Director
DIN: 00291963

Place: Mumbai
Date: 04-09-2026

NOTES:

1. Pursuant to General Circular No. 03/2025 dated September, 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") read together with other previous Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") read together with other previous Circulars issued by SEBI in this regard (collectively referred to as "SEBI Circulars"), companies are permitted to convene the AGM through VC or OAVM without physical presence of the Members until further notice, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Accordingly, the 39th AGM of the Company is being convened and will be conducted through VC/OAVM. The deemed venue for AGM shall be the registered office of the Company.

2. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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

4. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 ("Act")]

   Further, the relevant details with respect to "Director seeking appointment at this AGM" are also provided as **Annexure A**. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Act].

6. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAV on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to with a copy marked to xlenergy85@gmail.com.

7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

   In line with the MCA Circulars, the notice of the AGM along with the Annual Report for the FY. 2025-26 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories Members may please note that this Notice and Annual Report for the FY. 2025-26 will also be available on the following link-https://drive.google.com/drive/folders/1zJs-mtCWm2k9Ty1-qHjj_M4BV6iZ1aLw , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of Registrar and Transfer Agent ('RTA') of the Company, Bigshare Services Private Limited ("Bigshare"), at https://ivote.bigshareonline.com. For shareholders whose email IDs are not registered, the Annual Report and related details can be obtained by sending an email request to any of the following addresses: xlenergy85@gmail.com or ivote@bigshareonline.com. Shareholders are advised to register their email IDs at the earliest to ensure timely receipt of future communications from the Company.

Annual Report 2025-26	AGM Notice
(Click Here)	(Click Here)

8. The Register of Members and Share Transfer Books of the Company will remain closed from **24/09/2026 to 30/09/2026** (both days inclusive) for the purpose of the Meeting.

9. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on the cut -off date.

10. The amendment to Regulation 40 of Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated 08th June, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. With effect from 05th December, 2018, the shares which are lodged for transfer shall be in dematerialized form only. The members are therefore requested to take note of the same. We suggest you to dematerialize your holdings to enjoy the benefits at fullest and avoid the demerits of holding physical shares.

11. In view of the numerous advantages offered by the depository system, the Members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is INE183H01011.

12. *The Company has appointed M/s. Bigshare Services Private Limited, RTA to provide VC/OVAM facility along with the e-voting facility for the ensuing AGM.* Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to the Members to cast their vote electronically on all resolutions as set forth in the Notice convening the 39th AGM of the Company. Members may cast their votes remotely, using an electronic voting system ("remote e-Voting"), which shall be available during the following voting period:

EVSN (Remote E – Voting Sequence Number)	Commencement of Remote E-Voting	End of Remote- E-Voting
1380	26/09/2026 at 09:00 am	29/09/2026 at 05:00 pm

Remote e-voting will not be allowed beyond the aforesaid date and time and the said facility shall be forthwith disabled by Bigshare upon expiry of the aforesaid period. The Company has considered the cut-off date as **Wednesday, 23rd September, 2026** for determining the eligibility of Members entitled to vote at the AGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on 26th September 2026 at 09:00 AM and ends on 29th September 2026, at 05:00 PM, During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	**Login Method**
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon &

	New System Myeasi Tab and then use 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

	either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

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- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.

  o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. **<u>Custodian registration process for i-Vote E-Voting Website:</u>**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

<u>Voting method for Custodian on i-Vote E-voting portal:</u>

- After successful login, **Bigshare E-voting system** page will appear.

<u>Investor Mapping:</u>

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

<u>Investor vote File Upload:</u>

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on

the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. **Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under :-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the special business proposed in this Notice under Item No. 3 to Item No. 5 of the accompanying Notice:

Item # 3: To consider and approve the appointment of Mr. Pankaj Jain (DIN: 11114458) as Non-Executive, Independent Director of the Company for a term of 5 years:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 04th August, 2026 had approved the appointment of Mr. Pankaj Jain (DIN: 11114458) as an additional director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years i.e. from 04th August 2026 to 03th August 2031 (both days inclusive), subject to approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Member. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Company has received a declaration from Mr. Pankaj Jain that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Pankaj Jain for the office of a Director of the Company.

In the opinion of the Board, Mr. Pankaj Jain fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Pankaj Jain is independent of the management and possesses appropriate skills, experience and knowledge. Considering the extensive knowledge and experience of Mr. Pankaj Jain as well as his educational background, appointment of Mr. Pankaj Jain as an Independent Director is in the interest of the Company.

The details required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 (SS-2) issued by the Institute of Company Secretaries of India in relation to his appointment are annexed to the Notice convening this meeting in Annexure-A.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution, **except Mr. Pankaj Jain**, to the extent of his appointment.

The Monitoring Committee recommend the passing the resolution as Special Resolution set out at Item No. 3 for approval of the members.

Item # 4: To consider and approve appointment of Mr. Harsh Jain as Manager of the Company for a term of 5 years

Pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Act and the rules made thereunder, the Monitoring Committee/Board of Directors of the Company at its meeting held on 04th August, 2026 had approved the appointment of Mr. Harsh Jain as the Manager and Key Managerial Personnel of the Company, for a term of 5 (Five) years i.e. from 04th August, 2026 to 03rd August, 2031 (both days inclusive), subject to approval of the members of the company.

In terms of Section 196(4) of the Act, the appointment of a Manager and the terms and conditions of such appointment and remuneration payable are required to be approved by the Members at the next general meeting of the Company. Accordingly, the approval of the Members is being sought for the appointment of Mr. Harsh Jain as Manager of the Company.

Particulars	**Details**
Name	Mr. Harsh Jain
Designation	Manager (Key Managerial Personnel)
Term of Appointment:	5 years i.e. from 04th August, 2026 till 03rd August 2031.
Brief Profile	Mr. Harsh Jain is a Commerce Graduate having experience in corporate management, business administration, strategic planning, finance and operational management. He has been associated with various companies and Limited Liability Partnerships in leadership positions, serving as Director and Designated Partner, where he has contributed towards organizational growth, governance, and business development. He has been actively involved in overseeing business operations, administration and management functions. His experience includes corporate planning, regulatory compliances, business development and organizational management. The Board believes that his knowledge and managerial capabilities will contribute significantly towards the efficient management and growth of the Company.
Remuneration	Rs. 20,000/- (Rupees Twenty Thousand only) per month.
Nature of Duties:	Mr. Harsh Jain shall be responsible for managing and conducting the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors and in accordance with the provisions of the

	Act, the SEBI Listing Regulations, the approved Resolution Plan and other applicable laws.

The Board of Directors is of the opinion that the appointment of Mr. Harsh Jain as Manager of the Company would be in the best interests of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except Mr. Naresh Manakchand Jain, Non-Executive Director of the Company, and Ms. Karishma Jain, Executive Director and Chief Financial Officer of the Company, being the father and sister, respectively, of Mr. Harsh Jain, and Mr. Harsh Jain himself, who may be deemed to be concerned or interested in the resolution.

The Monitoring Committee recommend the passing the resolution as Ordinary Resolution set out at Item No. 4 for approval of the members.

Item # 5:

To consider the appointment of Mr. Suryakant Kadakane Maruti (DIN: 02272617 as an Independent Director of the Company for a term of 5 years

The Monitoring Committee of the Company, at its meeting held on 9 December 2025, appointed Mr. Suryakant Kadakane Maruti (DIN: 02272617) as an Additional Director in the capacity of Non-Executive Independent Director of the Company, subject to approval of the Members and compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Thereafter, his appointment as an Independent Director was placed before the Members at the Annual General Meeting held on 31 December 2025, and the Members approved his appointment by way of an Ordinary Resolution.

However, pursuant to Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a listed entity is required to be approved by the shareholders by way of a Special Resolution.

Accordingly, although the appointment of Mr. Suryakant Kadakane Maruti had already been approved by the Members at the previous Annual General Meeting, the said approval was accorded by way of an Ordinary Resolution. Therefore, in order to align the earlier shareholder approval with the requirement prescribed under Regulation 25(2A) of the SEBI Listing Regulations and to ensure compliance therewith, his appointment is being placed again before the Members at this Annual General Meeting for approval by way of a Special Resolution.

The approval of the Members is accordingly sought for the appointment and continuation of Mr. Suryakant Kadakane Maruti as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years commencing from 9 December 2025 up to 8 December 2030, on such terms and conditions as may be determined in accordance with the Companies Act, 2013, the SEBI Listing Regulations and other applicable provisions.

Mr. Suryakant Kadakane Maruti has consented to act as a Director and has furnished the requisite declarations and disclosures under the Companies Act, 2013. He has also confirmed that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and is independent of the management of the Company.

He has further confirmed that he is not disqualified from being appointed as a Director pursuant to Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other regulatory or statutory authority.

Considering his experience and expertise in the areas of corporate governance, finance, restructuring and business oversight, the Monitoring Committee/Board is of the opinion that his continued association with the Company would strengthen the Board's capabilities, particularly during the ongoing post-CIRP transition, implementation of the Approved Resolution Plan and restoration of regulatory and listing compliances.

The details required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Mr. Suryakant Kadakane Maruti are set out in Annexure-A to the Notice.

Except Mr. Suryakant Kadakane Maruti and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Monitoring Committee/Board accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

For and on behalf of the
Board of Directors
XL Energy Limited

Naresh Manakchand Jain
Director
DIN: 00291963

Place: Mumbai
Date: 04-09-2026

ANNEXURE A

DETAILS OF DIRECTORS WHOSE APPOINTMENT/RE-APPOINTMENT IS PROPOSED PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Directors:

Name	**Mr. Pankaj Jain**	**Mr. Harsh Jain**
Director Identification Number (DIN)	11114458	02457584
Designation	Non-Executive, Independent Director	Manager (Key Managerial Personnel)
Date of Birth	13/06/1987	20/08/1990
Age	39 years	36 years.
Nationality	Indian	Indian
Qualification	A qualified Chartered Accountant (ICAI, 2013) with certification in Financial Modelling from BSE Institute	A Commerce Graduate
Brief Resume of Director, Experience and Nature of Expertise in specific functional areas	CA Pankaj Jain is a Chartered Accountant with over 12 years of experience in Debt Syndication, Project Finance, Corporate Finance, Debt Restructuring, NCLT Resolution, Asset Acquisition, and Loan Against Securities (LAS) Portfolio Management. He has successfully raised over Rs. 1,000 crore through Term Loans, Working Capital facilities, NCDs, Letters of Credit, and Bank Guarantees, while also executing retail portfolio acquisitions exceeding ₹100 crore from leading NBFCs. His expertise spans financial modelling, project appraisal, lender negotiations, structured finance, resolution plan implementation, and post-sanction execution. Pankaj has extensive experience in preparing investment	Mr. Harsh Jain is a Commerce Graduate having experience in corporate management, business administration, strategic planning, finance and operational management. He has been associated with various companies and Limited Liability Partnerships in leadership positions, serving as Director and Designated Partner, where he has contributed towards organizational growth, governance, and business development. He has been actively involved in overseeing business operations, administration and management functions. His experience includes corporate planning, regulatory compliances, business development and organizational management.

	proposals, project reports, cash flow models, and restructuring strategies, while maintaining strong relationships with banks, NBFCs, private equity funds, and financial institutions. He also serves as an Independent Director in listed companies, contributing to corporate governance and strategic financial decision-making.	The Board believes that his knowledge and managerial capabilities will contribute significantly towards the efficient management and growth of the Company.
Date of first appointment	04-08-2026	04-08-2026
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner in the company	NIL	NA, since Manager
Names of listed entities in which the person also holds the directorship	1. PFL Infotech Limited 2. 52 Weeks Entertainment Limited (Formerly Known as Shantanu Sheorey Aquakult Ltd)	None
Membership/ Chairmanship of Committees of other Boards	1. PFL Infotech Limited a) Audit Committee 2. 52 Weeks Entertainment Limited (Formerly Known as Shantanu Sheorey Aquakult Ltd) a) Audit Committee (Chairperson) b) Nomination and remuneration committee (Chairperson) c) Stakeholder Relationship Committee (Member)	NIL
Listed entities from which the person has resigned in the past three years	None	None
The number of Meetings of the Board attended during the year	N.A. – appointed with effect from 04 August 2026.	NA
Directorship in other companies	1. PFL Infotech Limited 2. 52 Weeks Entertainment Limited (Formerly Known as Shantanu Sheorey Aquakult Ltd) 3. Cuisinesmart AI Private Limited	1. Jupiter City Developers (India) Limited 2. Jupicos Entertainments Private Limited 3. Cinch Multitrade Private Limited

		4. Elan Capital Advisors Private Limited 5. Alyssa Sales Agency Private Limited
Inter- se Relationship between the Board Members/Manager/ KMP	NIL	Mr. Harsh Jain is the son of Mr. Naresh Manakchand Jain (Non-Executive Director) and the brother of Ms. Karishma Jain (Executive Director & Chief Financial Officer) of the Company.
Terms and condition for appointment / re-appointment	Appointment as Independent Director for a first term of 5 years (04th August, 2026 till 03rd August 2031), not liable to retire by rotation.	Appointment as Manager (Key Managerial Personnel) for 5 years, from 04th August, 2026 till 03rd August 2031.
Remuneration last drawn	NIL	NIL
Remuneration proposed to be paid	Sitting fees - (Rs. 10,000/- per meeting)	Remuneration (Rs. 20,000/- per month)
Justification of choosing as Independent Director (In case of Independent Director)	He possesses the requisite integrity, expertise and experience in the areas of finance, and fulfills the independence criteria prescribed under the Companies Act and SEBI LODR	NA
Skill and Capabilities required (In case of Independent Director)	With over 12 years of experience in Debt Syndication, Project Finance, Corporate Finance, Debt Restructuring, NCLT Resolution, Asset Acquisition, and LAS Portfolio Management, he possesses strong financial and strategic expertise. He has successfully raised over ₹1,000 crore through various debt instruments and executed portfolio acquisitions exceeding ₹100 crore. His experience in financial modelling, project appraisal, structured finance, lender negotiations, restructuring, and Board-level decision-making, along with his experience as an Independent	NA

	Director in listed companies, equips him with the requisite skills and capabilities to effectively discharge the responsibilities of an Independent Director.	

Name	**Mr. Suryakant Kadakane Maruti**	**Mr. Naresh Manakchand Jain**
Director Identification Number (DIN)	02272617	00291963
Date of Birth	23/09/1968	16/09/1964
Age	57 years	61 Years
Nationality	Indian	Indian
Qualification	Bachelor of Commerce (B. Com) Bachelor of Laws (LL. B), GDCA, DUCB	Bachelor of Commerce (B. Com)
Brief Resume of Director, Experience and Nature of Expertise in specific functional areas	Mr. Suryakant Kadakane is a disciplined and confident professional known for his strong interpersonal, analytical, and decision-making abilities. With a solid background in co-operative banking and legal administration, he has developed deep expertise in handling recovery, compliance, and regulatory matters while maintaining high ethical standards. He is well-versed in legal procedures, banking operations, and modern computer systems, and has enhanced his professional capabilities through training at reputed national institutes. Beyond banking, he has also demonstrated leadership and project management skills by guiding major organizational initiatives in the private sector.	Rich experience in the field of Management & Administration
Date of first appointment	09-12-2025 (Proposed/appointed by SRA/Monitoring committee)	02/05/2024 (Pursuant to approved resolution Plan)

Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner in the company	-	-
Names of listed entities in which the person also holds the directorship	1. Aagam Capital Limited 2. 52 Weeks Entertainment Limited (Formerly Known as Shantanu Sheorey Aquakult Ltd) 3. Monotype India Ltd 4. Risa International Limited	1. Aagam Capital Limited 2. Monotype India Ltd
Membership/ Chairmanship of Committees of other Boards.	1. Aagam Capital Limited a. Audit Committee (Chairman) b. Nomination and Remuneration Committee (Chairman) c. Stakeholders Relationship Committee (Member) 2. 52 Weeks Entertainment Limited (Formerly Known as Shantanu Sheorey Aquakult Ltd) a. Audit Committee (Member) b. Nomination and Remuneration Committee (Member) 3. Monotype India Ltd. a. Audit Committee (Chairperson) b. Nomination and Remuneration Committee (Chairperson) c. Stakeholder Relationship Committee (Chairperson) 4. Risa International Limited	1. Aagam Capital Limited a) Stakeholders Relationship Committee (Chairman) 2. Monotype India Ltd a) Stakeholders Relationship Committee (Member)

	a. Audit Committee (Chairperson) b. Nomination and Remuneration Committee (Chairperson) **c.** Stakeholder Relationship Committee (Member)	
Listed entities from which the person has resigned in the past three years	None	None
The number of Meetings of the Board attended during the year	NA	NA, since Company under CIRP/ Implementation stage and Board not operational (Under monitoring committee oversight)
Directorship in other companies	1.Aagam Capital Limited 2.52 Weeks Entertainment Limited 3.Monotype India Ltd. 4.Risa International Limited	1. Aagam Capital Limited 2. Monotype India Ltd 3. Jupiter City Developers (India) Limited 4. Jupicos Entertainments Private Limited
Inter- se Relationship between the Board Members/Manager/ KMP	NIL	Mr. Naresh Manakchand Jain is father of Ms. Karishma Jain (Executive Director & Chief Financial Officer) of the Company.
Terms and condition for appointment/re-appointment	Appointment as Independent Director for a first term of 5 years (09th December 2025 to 8th December 2030), not liable to retire by rotation.	Appointed Pursuant to approved resolution Plan. Liable to retire by rotation.
Remuneration last drawn	NIL	NIL
Remuneration proposed to be paid	Sitting fees - (Rs. 10,000/- per meeting)	NIL
Justification of choosing as Independent Director (In case of Independent Director)	He possesses the requisite integrity, expertise and experience in the areas of banking operations, legal and project management, fulfills the independence criteria prescribed under the Companies Act and SEBI LODR.	NA

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (In case of Independent Director)	Mr. Suryakant Kadakane's extensive experience in the co-operative banking sector, his leadership in recovery and legal functions, and his representation before various judicial and regulatory authorities reflect deep competence in compliance and decision-making. His analytical skills, ethical approach, exposure to specialised training programs, and experience managing large projects, including a ₹100-crore studio development project, hence, collectively demonstrate that he possesses the skills and capabilities essential for the responsibilities of an Independent Director.	NA