NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF KBK CHEM-ENGINEERING PRIVATE LIMITED WILL BE HELD ON TUESDAY, 14TH OCTOBER 2025, AT 11.00 A.M. AT 7TH FLOOR, DEVCHAND HOUSE, SHIV SAGAR ESTATE, DR. ANNIE, BESANT RD, WORLI, MUMBAI - 400018 AT SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No. 1:

To approve increase the Authorised Share Capital and consequent alteration of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any amendment thereto or re-enactment thereof) and in accordance with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from existing Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 4,00,000 (Four Lakh) Equity Shares of Rs. 100/- (Rupees Hundred Only) each to Rs. 6,50,00,000/- (Rupees Six Crore and Fifty Lakh Only) divided into 6,50,000 (Six Lakh Fifty Thousand) Equity Shares of Rs. 100/- (Rupees Hundred Only) each by creating additional capital of Rs. 2,50,00,000/- (Rupees Two Crore and Fifty Lakh Only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs. 100/- (Rupees Hundred Only) each ranking pari-passu with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re-enactment thereof) and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting existing Clause V with the following;

V. The Authorised Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crore and Fifty Lakh Only) divided into 6,50,000 (Six Lakh Fifty Thousand) Equity Shares of Rs. 100/- (Rupees Hundred Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies."

For and on behalf of the Board of Directors
For KBK Chem-Engineering Private Limited

Sunil Kadam
Director
DIN: 00212461

NOTES:

1) A member entitled to attend and vote at the meetings is entitled to appoint a proxy or proxies to attend and vote on a poll only, instead of himself and a proxy so appointed need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the meeting.

2) A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3) The Company proposes to convey the ensuing Extra-Ordinary General Meeting on shorter notice. As per Section 101(1) of the Companies Act, 2013, convening Extra-General Meeting on a shorter notice requires consent from the requisite number of shareholders of the Company. Therefore, the Company proposes to the shareholders to give their consent to hold the meeting on shorter notice. Shareholders are requested to send their consent in duly signed and completed form or by any other electronic mode to the Company.

4) Members/proxies are requested to bring duly filled attendance slip to the venue of the general meeting.

5) Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of Companies Act, 2013 are requested to send to the company a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

6) All relevant documents (copies thereof) referred to in the accompanying Notice including Register of Directors and Key Managerial Personnel and their shareholding (as may be applicable) under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and their shareholding, shall remain open for inspection in the physical or electronic mode, by the Members at the

Registered Office of the Company on all working days during business hours i.e. 9 a.m. to 6 p.m. up to the date of the Meeting.

7) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra Ordinary General Meeting (EGM) is annexed hereto.

ANNEXURE TO THE NOTICE
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The present authorized share capital of the Company is 4,00,00,000/- (Rupees Four Crore Only) divided into 4,00,000 (Four Lakh) Equity Shares of Rs. 100/- (Rupees Hundred Only) each. The Company is proposing to do a rights issue to all shareholders (the "Rights Issue") and proposals in this regard are contained in this notice.

Considering the proposed Rights Issue and future capital growth, the Board has approved, subject to the members' approval, an increase in the authorized share capital to Rs. 6,50,00,000/- (Rupees Six Crore and Fifty Lakh Only) divided into 6,50,000 (Six Lakh Fifty Thousand) Equity Shares of Rs. 100/- (Rupees Hundred Only) to cater for future capitalization needs. Pursuant to the provisions of Section 61 of the Companies Act, 2013 and Article of Association of the Company, an increase in the share capital of the Company and consequent amendment in the capital clause in the Memorandum of Association of the Company requires approval of the members. Approval of the members is, therefore, sought in terms of the said provisions by way of ordinary resolution.

The Board of Directors recommend the resolution under Item No. 1 of the EGM Notice for approval of members. None of the Directors or the Key Managerial Personnel of the Company or their relatives are in any way personally concerned or interested in the resolution.

For and on behalf of the Board of Directors
For KBK Chem-Engineering Private Limited

KBK CHEM-ENGINEERING PRIVATE LIMITED

Sunil Kadam
Director
DIN: 00212461

Date: 08th October 2025
Place: Mumbai

ATTENDANCE SLIP

I, hereby record my presence at the Extra-Ordinary General Meeting of **KBK Chem-Engineering Private Limited** (the "Company") **held on Tuesday, 14th October 2025, at 11.00 a.m. at 7th Floor, Devchand House, Shiv Sagar Estate, Dr. Annie, Besant Rd, Worli, Mumbai – 400018 at Shorter Notice.**

***Please fill in the attendance slip and hand it over at the entrance of the meeting venue**

Name	:	
Address & Email Id	:	
Folio No.	:	
No. of shares held	:	

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company.

Signature of member / proxy

Form No. MGT 11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013, and rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN	:	
Name of the Company	:	
Registered Office	:	

Name of the Member	:	
Registered Address	:	
Email Id	:	
Folio No./Client Id	:	
DP Id	:	

I / we, being the member(s) of __________ shares of the above-named Company, hereby appoint:

1.	Name: ______________________	Address:
	Email Id: ______________________	Signature: ______________________ or failing him;

2.	Name: ______________________	Address:
	Email Id: ______________________	Signature: ______________________

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of **KBK Chem-Engineering Private Limited** (the "Company") to be held at a short notice **Tuesday, 14th October 2025, at 11.00 a.m. at 7th Floor, Devchand House, Shiv Sagar Estate, Dr. Annie, Besant Rd, Worli, Mumbai - 400018** or / and at any adjournment thereof, in respect of such Resolutions as indicated below:

Sl. no.	Resolutions	Resolution type	Voted For	Voted Against	Abstained
1	To approve increase in the Authorised Share Capital and consequent alteration of Memorandum of Association of the Company	Ordinary			

Signed this _____ day of October 2025

Affix one Rupee

Signature of shareholder

Signature of proxy holder(s)

Notes:

(1) The proxy, to be effective, should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.

(2) A proxy need not be a member of the Company.

(3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

(4) The Proxy Form confers authority to demand or join in demanding a poll.

(5) The submission by a member of this Form of proxy will not preclude such member from attending in person and voting at the meeting.