

# Notice of Annual General Meeting

**Dear Member(s),**

Notice is hereby given that the 15th Annual General Meeting of the Members of **Megatherm Induction Limited (CIN: L31900WB2010PLC154236)** will be held at **11:30 A.M. on Friday, 29th August, 2025** through Video Conferencing/ Other Audio Visual Means (VC/OAVM) facility at the deemed venue i.e. at Registered Office of the Company at **Plot- L1 Block GP, Sector V, Electronics Complex, Saltlake City, Kolkata-700091** to transact the following business:

## ORDINARY BUSINESS

### Item No. 1

#### **Review and Adoption of Audited Financial Statements for the financial year ended 31st March, 2025**

To receive, consider and adopt the audited Financial Statements of the Company comprising the Balance Sheet for the year ended 31st March, 2025, Statement of Profit and Loss for the financial year ended 31st March, 2025 together with the Directors' Report and Auditors' Report thereon.

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

**"RESOLVED THAT** the Audited Financial Statements of the Company comprising the Balance Sheet as at 31st March 2025, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date, together with the Report of the Board of Directors and Auditors thereon as placed before the meeting, be and are hereby received, considered and adopted."

### Item No. 2

#### **Appointment of Director in the place of retiring Director**

To appoint a Director in place of Mr. Shesadri Bhusan Chanda, who retires by rotation and being eligible, offers himself for re-appointment.

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 152 of the Companies Act, 2013 and rules made thereunder

(including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Shesadri Bhusan Chanda (DIN 00961593) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS

### Item No. 3

#### **To ratify the remuneration of the Cost Auditor for the financial year 2025-26.**

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

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s. Amit Khetan & Co., Cost Accountants, (Firm Registration Number 102559), Cost Auditor of the Company for the financial year 2025-26 as appointed by the Board of Directors at a remuneration of ₹55,000/- (Rupees Fifty-five Thousand only) plus taxes & re-imbursement of out-of-pocket expenses, to be paid to M/s. Amit Khetan & Co., Cost Accountants, (Firm Registration Number 102559), be and is hereby confirmed and ratified."

### Item No. 4

#### **To reappoint and re-designate Mr. Shesadri Bhusan Chanda (DIN: 00961593) as Chairman and Managing Director of the Company.**

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

**"RESOLVED THAT** subject to provisions of Section 2(54), 117(3)(c), 179, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, upon recommendation of Nomination & Remuneration Committee and on approval of the Board of Directors of the Company, the consent of the Shareholders of the

Company be and is hereby accorded to reappoint Mr. Shesadri Bhusan Chanda (DIN 00961593) as Chairman & Managing Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (three) Years with effect from January 05, 2026 during which he will attain the age of seventy years as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed by the Nomination & Remuneration Committee and Board of Directors, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/ or agreement in such manner as may be agreed to between the Board of Directors and Mr. Shesadri Bhusan Chanda.

**RESOLVED FURTHER THAT** subject to the limits contained in Section 197 read with Schedule V of the Companies Act, 2013, Mr. Shesadri Bhusan Chanda, Chairman & Managing Director, be paid remuneration on terms recommended by the Nomination & Remuneration Committee with the approval of the Board detailed in agreement to be entered into with him and also mentioned below:

Remuneration: upto ₹5,20,000/- (Rupees Five Lac Twenty Thousand only) per month + Performance based incentive upto 200% of the remuneration.

**RESOLVED FURTHER THAT** wherein any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Shesadri Bhusan Chanda, Chairman & Managing Director, remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required;

**RESOLVED FURTHER THAT** the remuneration including all benefits, amenities and perquisites as set out in the appointment letter shall nevertheless be paid and allowed Mr. Shesadri Bhusan Chanda as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

## Item No. 5

**To reappoint and re-designate Mr. Satadri Chanda (DIN: 02302312) as Whole-time Director of the Company.**

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

**“RESOLVED THAT** subject to provisions of Section 2(54), 117(3)(c), 179, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, upon recommendation of Nomination & Remuneration Committee and on approval of the Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to reappoint Mr. Satadri Chanda (DIN 02302312) as Whole-time Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (three) Years with effect from January 05, 2026 as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed by the Nomination & Remuneration Committee and Board of Directors, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/ or agreement in such manner as may be agreed to between the Board of Directors and Mr. Satadri Chanda.

**RESOLVED FURTHER THAT** subject to the limits contained in Section 197 read with Schedule V of the Companies Act, 2013, Mr. Satadri Chanda, Whole-time Director, be paid remuneration on terms recommended by the Nomination & Remuneration Committee with the approval of the Board detailed in agreement to be entered into with him and also mentioned below:

Remuneration: upto ₹7,25,000/- (Rupees Seven Lac Twenty Five Thousand only) per month + Performance based incentive upto 200% of the remuneration.

**RESOLVED FURTHER THAT** wherein any financial year during the tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Satadri Chanda, Whole-time Director, remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required;

**RESOLVED FURTHER THAT** the remuneration including all benefits, amenities and perquisites as set out in the appointment letter shall nevertheless be paid and allowed Mr. Satadri Chanda as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

#### Item No. 6

#### **To approve the material related party transaction with Megatherm Electronics Private Limited.**

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 2(76) and Section 188 of the Companies Act, 2013, read with rules made thereunder and any other provisions, if applicable, and on approval of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into a transaction with Megatherm Electronics Private Limited relating to purchase of property of sub-lease hold right of Super built up space admeasuring 2200

sq.ft. being Unit No. 5F/5 on the 5th floor of Plot No. L1, Block- EP & GP, Salt Lake, Sector – V, Bidhannagar, Kolkata – 700091 for an aggregate value not exceeding ₹ 1.78 Crore to be entered during Financial Year 2025-26 provided such transaction shall be at arm's length basis and based on external independent Valuation Report.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents and take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

By Order of the Board

**For Megatherm Induction Limited**  
**(CIN:L31900WB2010PLC154236)**

Sd/-

(Abanti Saha Basu)

Company Secretary & Compliance Officer

**Place: Kolkata**

Membership No. A69276

**Date: 6th August, 2025**

**NOTES:**

1. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") and Listing Regulations, 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, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of members at a common venue in accordance with the MCA Circulars, the SEBI Circulars, the Act and the Listing Regulations. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Notice of the AGM along with its annexures is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants as on 1st August, 2025. In case you wish to have a physical copy of the notice of AGM along with its annexures, you are kindly requested to send a request for the same at [cs@megatherm.com](mailto:cs@megatherm.com).
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://megatherm.com>. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The Members can attend and participate in the AGM through the VC / OAVM facility ONLY, the details of which are provided by the Company in the Notice of the AGM. Accordingly, please note that no provision has been made to attend and participate in the AGM of the Company in person. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Special Business under Item No. 3 to Item No. 6 of the accompanying Notice is annexed hereto.
8. Statement giving details of the Director seeking reappointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").
9. All documents referred to in the AGM Notice will be available for electronic inspection without any fee by the members from the date of circulation of this AGM Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@megatherm.com](mailto:cs@megatherm.com).

10. In case shareholders/ investor have any queries regarding E-voting, the Members may write an e-mail to the Company at [cs@megatherm.com](mailto:cs@megatherm.com) for any queries/ information.
  11. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 venue voting on the date of the AGM will be provided by NSDL.
  12. The facility for e-voting shall be made available at the AGM to the Members attending the meeting, who have not cast their votes through remote e-voting facility.
  13. The Members, who will cast their votes by remote e-voting prior to the AGM and attending the AGM, shall not be entitled to cast their votes again at the AGM.
  14. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the 'cut-off date' i.e. Friday, 22nd August, 2025.
  15. The Board of Directors has appointed M/s. Anjan Kumar Roy & Co., Company Secretary in Practice having Membership No.: FCS 5684 and Certificate of Practice No.: 4557, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
  16. The Scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare voting results (consolidated) within two working days from the conclusion of the AGM. The voting results along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (<https://megatherm.com>), on the website of Stock Exchange ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorized by the Chairman.
  17. For the smooth conduct of proceedings of the AGM, Members can submit questions/queries in advance with regard to the resolution to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address [cs@megatherm.com](mailto:cs@megatherm.com) at least seven (7) days in advance before the start of the meeting i.e. by 22nd August, 2025 by 02.00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
  18. Members, who would like to ask questions during the AGM with regard to the resolution to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number, along with their questions/queries to reach the Company's email address [cs@megatherm.com](mailto:cs@megatherm.com) at least seven (7) days in advance before the start of the meeting i.e. by 22nd August, 2025 by 02.00 p.m. Those Members who have registered themselves as speakers shall only be allowed to ask questions during the AGM, on first-come-first-serve basis and subject to availability of time.
  19. We thank you for registering your email address and contributing to the cause of Green Initiative.
- 20. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- The remote e-voting period begins on Tuesday, 26th August, 2025 (9:00 am IST) and ends on Thursday, 28th August, 2025 (5:00 pm IST). 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. Friday, 22nd August, 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 August, 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

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](http://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](http://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](http://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.

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## **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*** 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically 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 [akroyco@yahoo.co.in](mailto:akroyco@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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 [cs@megatherm.com](mailto:cs@megatherm.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary

ID], Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@megatherm.com](mailto:cs@megatherm.com). 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](mailto: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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 [cs@megatherm.com](mailto:cs@megatherm.com). The same will be replied by the company suitably.

#### **Annexure to the Notice**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

##### **Item No. 3:**

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 24th April, 2025, had approved the re-appointment and remuneration of M/s. Amit Khetan & Co., Cost Accountants, as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2026, at a remuneration of ₹55,000/- (Rupees Fifty Five Thousand only) plus taxes & re-imbursement of out-of-pocket expenses in connection with the audit. M/s. Amit Khetan & Co., Cost Accountants have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending on 31st March, 2026.

The Board recommends the Resolution as set out at Item No. 3 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No.3 accompanying Notice.

#### Item No. 4:

Mr. Shesadri Bhusan Chanda has been acting as Director of the Company since 22nd October, 2010. He was re-appointed as the Chairman & Managing Director of the Company w.e.f. 5th January, 2023 for a period of 3 years i.e. upto 4th January, 2026 pursuant to the resolution passed by the Members at the Extra-ordinary General Meeting of the Company held on 5th January, 2023. Based on the strong performance of the Company under the leadership of Mr. Shesadri Bhusan Chanda and other key factors as elaborated below, the Nomination & Remuneration Committee ("NRC") recommended the reappointment of Mr. Shesadri Bhusan Chanda as Chairman & Managing Director of the Company for a further period of 3 years i.e. from 5th January, 2026 to 4th January, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement.

Accordingly, the Board of Directors, at its meeting held on 6th August, 2025, based on the recommendation of Nomination & Remuneration Committee ("NRC") and subject to approval of members, approved the re-appointment of Mr. Shesadri Bhusan Chanda as Chairman & Managing Director of the Company for a further period of 3 years i.e. from 5th January, 2026 to 4th January, 2029, on the terms and conditions, including the remuneration payable to Mr. Shesadri Bhusan Chanda, as contained in this explanatory statement.

The key factors that were considered by the Committee while recommending the re-appointment of Mr. Shesadri Bhusan Chanda and the relevant disclosures in terms of Schedule V to the Companies Act, 2013 are given below:

Mr. Shesadri Bhusan Chanda is currently responsible for providing overall leadership. He has a work experience of around 45 years in the manufacturing of Induction melting and heating equipment and allied power electronics converters. He primarily looks after the overall business operations of the Company including strategic, operational, finance and formulation of policies for the business

development. He has attained the age of 69 years. During his tenure for a period of further 3 years, he will attain the age of 70 years. Considering the above and having regard to his age, ability, and qualification and looking to the business requirement, he is a fit and proper person as the executive Director of the Company. Due to his deep knowledge and expertise in this field, the shareholders are requested to approve the continuation of his reappointment after attaining the age of 70 years by way of Special Resolution.

**Nature of Industry:** The Company is engaged in the business of manufacturing of induction heating and melting products by means of electric induction like induction melting furnace and induction heating equipment and transformers.

**Date or expected date of commencement of commercial production:** Not Applicable.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

Financial performance based on given indicators: Financial Year 2024-25 (₹ in Lacs)	Financial Year 2024-25 (₹ in Lacs)
Total Income	32370.95
Profit/ (Loss) before tax	2894.39
Net profit after Taxation	2130.55

#### Foreign investments or collaborations, if any:

Not Applicable except minor shareholding of Non Resident Indians.

**Past remuneration:** ₹5, 20, 000/- (Rupees Five Lac Twenty Thousand only) per month

**Remuneration proposed:** No revision has been made in past remuneration.

#### Perquisites in addition to salary:

**Housing:** The expenditure incurred by the Company on hiring unfurnished accommodation subject to a Ceiling of sixty percent of the salary. In case the accommodation is owned or taken on lease by the Company, the company shall deduct ten percent of the salary of the appointee. Expenditure incurred by the company on Gas, Electricity, Water etc. will be valued as per Income Tax Rules, 1962.

Medical/ Hospitalization Expenses Reimbursement of Expenses incurred for the appointee and the family in accordance with the rules of the company.

**Leave Travel Concession:** Leave Travel Concession for self and family in accordance with the rules of the company.

**Club Fees:** Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company.

**Personal Medical/ Accident Insurance etc.:** Coverage for Personal Medical/Accident Insurance/ Key man Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company.

Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.

Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.

Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.

#### Retirement Benefits

Company's Contribution towards Provident Fund, Superannuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961.

Gratuity payable shall be in accordance with the rule of the company.

Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.

#### Other benefits

Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites.

The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.

The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.

**Minimum Remuneration:** Where in any financial year during the currency of tenure of the managing director,

the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.

#### Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Shesadri Bhusan Chanda (DIN 00961593) has pecuniary relationship to the extent he is Promoter – Director - Shareholder of the Company.

He is also father of Mr. Satadri Chanda (DIN: 02302312), Whole-time Director & CFO of the Company and father-in-law of Ms. Christina Paul Chowdhury (DIN: 09257875), Non-executive Director of the Company.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Resolution as set out at Item No. 4 of the Notice for approval by the members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise except Mr. Shesadri Bhusan Chanda himself, Mr. Satadri Chanda and Ms. Christina Paul Chowdhury and their relatives to the extent of their respective shareholding, if any, in the resolution set out at Item No.4 accompanying Notice.

#### Item No. 5:

Mr. Satadri Chanda has been acting as Director of the Company since 22nd October, 2010. He was re-appointed as the Whole-time Director of the Company w.e.f. 5th January, 2023 for a period of 3 years i.e. upto 4th January, 2026 pursuant to the resolution passed by the Members at the Extra-ordinary General Meeting of the Company held on 5th January, 2023. Looking to the contributions which helped the Company to grow at faster rate than past and other key factors as elaborated below, the Nomination & Remuneration Committee ("NRC") recommended the reappointment of Mr. Satadri Chanda as Whole-time

Director of the Company for a further period of 3 years i.e. from 5th January, 2026 to 4th January, 2029 on the terms and conditions including remuneration, as contained in this explanatory statement.

Accordingly, the Board of Directors, at its meeting held on 6th August, 2025, based on the recommendation of Nomination & Remuneration Committee ("NRC") and subject to approval of members, approved the re-appointment of Mr. Satadri Chanda as Whole-time Director of the Company for a further period of 3 years i.e. from 5th January, 2026 to 4th January, 2029, on the terms and conditions, including the remuneration payable to Mr. Satadri Chanda, as contained in this explanatory statement.

The key factors that were considered by the Committee while recommending the re-appointment of Mr. Satadri Chanda and the relevant disclosures in terms of Schedule V to the Companies Act, 2013 are given below:

Mr. Satadri Chanda is currently responsible for providing, formulating and implementing strategies and plays a pivotal role in business development, diversification, sales, administration, and finance functions of the Company. He has a work experience in KPMG's Management Consulting (Strategy & Operations) division and over seven years of experience in the induction, electrical and metallurgical equipment industry.

**Nature of Industry:** The Company is engaged in the business of manufacturing of induction heating and melting products by means of electric induction like induction melting furnace and induction heating equipment and transformers.

**Date or expected date of commencement of commercial production:** The company is already in production from many years.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial performance based on given indicators:	Financial Year 2024-25 (₹ in Lac)
Total Income	32370.95
Profit/ (Loss) before tax	2894.39
Net profit after Taxation	2130.55

**Foreign investments or collaborations, if any:** Not Applicable except minor shareholding of Non Resident Indians.

**Past remuneration:** ₹7,25,000/- (Rupees Seven Lac Twenty-five Thousand only) per month.

**Remuneration proposed:** No revision has been made in past remuneration.

#### Perquisites in addition to salary:

**Housing:** The expenditure incurred by the Company on hiring unfurnished accommodation subject to a Ceiling of sixty percent of the salary. In case the accommodation is owned or taken on lease by the Company, the company shall deduct ten percent of the salary of the appointee. Expenditure incurred by the company on Gas, Electricity, Water etc. will be valued as per Income Tax Rules, 1962.

Medical/ Hospitalization Expenses Reimbursement of Expenses incurred for the appointee and the family in accordance with the rules of the company.

**Leave Travel Concession:** Leave Travel Concession for self and family in accordance with the rules of the company.

**Club Fees:** Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company.

**Personal Medical/ Accident Insurance etc.:** Coverage for Personal Medical/Accident Insurance/ Key man Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company.

Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.

Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.

Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.

#### Retirement Benefits

Company's Contribution towards Provident Fund, Superannuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961.

Gratuity payable shall be in accordance with the rule of the company.

Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.

### **Other benefits**

Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites.

The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.

The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.

**Minimum Remuneration:** Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.

### **Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:**

Mr. Satadri Chanda (DIN 02302312) has pecuniary relationship to the extent he is Promoter – Director – Shareholder of the Company.

He is also son of Mr. Shesadri Bhusan Chanda (DIN: 00961593), Managing Director of the Company and spouse of Ms. Christina Paul Chowdhury (DIN: 09257875), Non-executive Director of the Company.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Resolution as set out at Item No. 5 of the Notice for approval by the members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise except Mr. Satadri Chanda himself, Mr. Shesadri Bhusan Chanda and Ms. Christina Paul Chowdhury and their relatives to the extent of their respective shareholding, if any, in the resolution set out at Item No.5 accompanying Notice.

### **Item No. 6:**

Pursuant to Section 188 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force, the Company seeks approval of the Members for entering into material related party transaction(s) with Megatherm Electronics Private Limited, the Holding Company.

The Company proposes to enter into transaction(s) with Megatherm Electronics Private Limited, the Holding Company, for the purchase of property of sub-lease hold right of Super built up space admeasuring 2200 sq.ft. being Unit No. 5F/5 on the 5th floor of Plot No. L1, Block- EP & GP, Salt Lake, Sector – V, Bidhannagar, Kolkata – 700091, for an aggregate value not exceeding ₹ 1.78 Crore, to be entered during Financial Year 2025-26, provided such transaction shall be at arm's length basis and based on external independent Valuation Report.

The proposed transaction(s) are intended to improve operational efficiency and reduce costs.

### **PARTICULARS OF TRANSACTION**

- Name of Related Party: Megatherm Electronics Private Limited
- Nature of Relationship: Holding Company
- Nature of Transaction: Purchase of property of sub-lease hold right of Super built up space admeasuring 2200 sq.ft. being Unit No. 5F/5 on the 5th floor of Plot No. L1, Block- EP & GP, Salt Lake, Sector – V, Bidhannagar, Kolkata – 700091
- Value of Transaction: Value not exceeding ₹ 1.78 Crore

The proposed transaction(s) are in compliance with the applicable provisions of the Companies Act, 2013.



The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria.

The Members may note that the related parties shall not vote to approve resolution under Item No. 6.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their

respective relatives is, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

By Order of the Board  
**For Megatherm Induction Limited**  
**(CIN:L31900WB2010PLC154236)**

Sd/-  
(Abanti Saha Basu)  
Company Secretary & Compliance Officer  
Membership No. A69276  
**Place: Kolkata**  
**Date: 6th August, 2025**

## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-II ISSUED BY ICSI FOR ITEM NO. 2, 4 & 5

Name of Director	Mr. Shesadri Bhusan Chanda	Mr. Satadri Chanda
DIN	00961593	02302312
Date of Birth	21-08-1956	01-09-1989
Nationality	Indian	Indian
Date of Appointment	22-10-2010	22-10-2010
Qualifications	Electrical Engineer, Jadavpur University.	MS Industrial & System Engineering, Virginia Tech, USA.
Experience	He has a work experience of around 45 years in the manufacturing of Induction melting and heating equipment and allied power electronics converters.	He has 2 years' work experience in KPMG's Management Consulting (Strategy & Operations) division and over 7 years work experience in Induction, Electrical and Metallurgical equipment industry.
Expertise in specific functional areas	He primarily looks after the overall business operations of the Company including strategic, operational, finance and formulation of policies for the business development.	He is instrumental in formulating and implementing strategy and plays pivotal role in business development, diversification, sales and administration and finance functions of our company.
Directorships held in other Listed companies	None	None
Memberships / Chairmanships of committees of other listed companies	NA	NA
Names of the listed entities from which Director resigned in the past three years	NA	NA
Number of shares held in the Company	7500	3600
Inter-se Relationship between Directors	Father of Mr. Satadri Chanda, Whole-time Director and CFO and father-in-law of Ms. Christina Paul Chowdhury, Non-executive Director.	Son of Mr. Shesadri Bhusan Chanda, Managing Director and spouse of Ms. Christina Paul Chowdhury, Non-executive Director.
No. of Board meetings attended during last Financial Year	4	4
Terms and conditions of appointment	Executive Director (Managing Director), liable to retire by rotation	Executive Director (Whole-time Director), liable to retire by rotation