



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty-First (31st) Annual General Meeting (“AGM”)** of the members of Konstelec Engineers Limited (**“the Company”**) will be held on Wednesday, 23rd September 2026 at 04:00 P.M. (IST) through video conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), for which purpose the Registered office of the Company situated at Gr 001-007, A Wing, Skyline Epitome, Kirol Road, Near Jolly Gymkhana, Vidyavihar (West), Mumbai, , Maharashtra, India, 400086 shall be deemed venue for the AGM and the proceedings of the AGM shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESSSES

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31st, 2026, Reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31st, 2026 comprising of statements of Balance sheet, profit and loss and cash flow statement for the Financial Year ended on that date, together with the notes thereto, and the Reports of the Board of Directors and Auditors thereon, as circulated to the members and laid before this meeting, be and are hereby considered and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31st, 2026, and Report of the Auditors thereon.

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31st, 2026 comprising of statements of Balance sheet, profit and loss and cash flow statement for the Financial Year ended on that date, together with the notes thereto, and the Report of the Auditors thereon, as circulated to the members and laid before this meeting, be and are hereby considered and adopted.”

3. To appoint a director in place of Mr. Biharilal Ravilal shah (DIN: 00337318), Chairman Cum Whole Time Director, who retires by rotation and has confirmed his eligibility and willingness to accept the office, if re-appointed.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Biharilal Ravilal shah (DIN: 00337318),, Chairman cum Whole Time Director , who retires by rotation at this meeting, being eligible for re-appointment, has confirmed his eligibility and willingness to accept the office, be and is hereby re-appointed as a Whole Time Director & Chairman of the Company on the same terms and conditions as approved by the Members.”

**For or on behalf of the Board of Directors
For Konstelec Engineers Limited**

**Biharilal Ravilal Shah
Chairman Cum Whole-Time Director
DIN:00337318**

**Date: 29th August 2026
Place: Mumbai**

Registered Office:
Gr 001-007, A Wing, Skyline Epitome, Near Jolly Gymkhana, Vidyavihar (West), Mumbai-400 086, Maharashtra, India.
Tel.:022-43421500
E-mail: compliance@konstelec.com
Website: www.konstelec.com

NOTES TO NOTICE

1. The Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) have vided various circulars, allowed companies:

(i) To send the annual reports to shareholders who have registered their email ID with the Company/Depositories only on email; and

(ii) To hold Annual General Meeting (“AGM”) through VC or OAVM without the physical presence of members at a common venue.

Hence, in accordance with these Circulars, the 31st AGM of the Members of the Company is being held through VC/ OAVM. The deemed venue of the Meeting shall be deemed to be the registered office

of the Company. The detailed procedure for participating in the meeting through VC/OAVM is given below herewith.

2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. In the case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy of resolution (PDF/JPG format) of its Board or governing body/authorization letter etc. for authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization letter shall be sent to the Scrutinizer by email through its registered email address to sutharkc@gmail.com at least 48 hours before the commencement of AGM.

5. The Register of Directors and Key Managerial Personnels and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday, 23rd September 2026. during business hours on the website of the company at www.konstelec.com. Members seeking to inspect such documents may send a request on the email id compliance@konstelec.com at least one working day before the date on which they intend to inspect the document.

6. Brief profile of the Directors seeking appointment Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and duly notified by the Central Government is **Annexed -II** to the Notice.

7. Members are requested to address all correspondence in connection with shares held by them, to the Company’s Registrar & Transfer Agent (**“RTA”**) at viz. Skyline Financial Services Private Limited having registered office situated at D-153A, First Floor Okhla Industrial Area, Phase-I, New Delhi-110020, Delhi India, Telephone No-011-40450193 97/26812682-83, Email id-contact@skylinerta.com by quoting their Folio number or their DPID and Client ID number, as the case may be

8. To support the green initiative and as per relaxation given by the Government, only electronic copy of the Annual report for the year ended March 31, 2026, and notice of the 31st AGM are being sent to the members whose mail IDs are available with the Company/DP(s). Physical copy of the report is not sent to anyone. Annual Report and the notice of the 31st Annual General Meeting are also posted on the website www.konstelec.com for download. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.nsdl.com.

However, in terms of Regulation 36 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the hard copy of full annual report will be sent to those shareholders who request for the same. Members seeking for hard copy of an annual report can send an email to the Company at compliance@konstelec.com.

9. To disseminate all the communications promptly, members who have not registered their email IDs so far, are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically

10. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map is not attached to this Notice.

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 Regulation (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28,

2022, September 25, 2023 and September 19, 2024 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 authorised e-voting platform. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by National Securities Depository Limited (NSDL).

12. 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 to at least 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.

13. 1. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

14. The Company has fixed **16th September.2026**, as the **Cut-off date** for the purpose of Remote E-voting for ascertaining the name of the Shareholders holding shares in dematerialization form who will be entitled to cast their votes electronically in respect of the business to be transacted at the 31st AGM of the Company.

15. Instructions for Shareholders for Remote e-voting and for Shareholders joining the AGM through VC/OAVM & e-voting during Meeting are given as **Annexure-I**.

16. **M/s. K C Suthar & Co., a Practicing Company Secretary, Mumbai (Membership No. F5191 & Certificate of Practice No. 4075)** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://www.konstelec.com>. and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited where the shares of the Company are listed.

**For or on behalf of the Board of Directors
For Konstelec Engineers Limited**

**Biharilal Ravilal Shah
Chairman Cum Whole-Time Director
DIN:00337318**

**Date: 29th August 2026
Place: Mumbai**

Registered Office:
Gr 001-007, A Wing, Skyline Epitome, Near Jolly Gymkhana, Vidyavihar (West), Mumbai-400 086, Maharashtra, India.
Tel.:022-43421500
E-mail: compliance@konstelec.com
Website: www.konstelec.com

NOTICE OF ANNUAL GENERAL MEETING

1.

The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting (“the AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue of the AGM shall be the Registered Office of the Company. The procedure for joining the AGM through VC / OAVM is mentioned in this Notice.
2.

Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 of the AGM 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.
3.

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.
4.

All Members, including Institutional Investors, are encouraged to attend and vote at the AGM. An Institutional / Corporate Member (i.e., other than individuals / HUF, NRI, etc.) is required to send a scanned document (PDF/JPG Format) of the certified true copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Sutharkc@gmail.com with a copy marked to compliance@konstelec.com or uploaded by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
5.

In line with MCA Circulars and SEBI circulars, the Annual Report including the Notice calling the AGM FY 2025-26 is being sent through the electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The cut-off date for receiving Annual Report including the Notice through e-mail is **21th August 2026** A Member can request for a copy of the Annual Report by sending an e-mail to the Company at compliance@konstelec.com. Members may note that the Annual Report including the Notice will also be available on the website of the Company at <https://www.konstelec.com/> The same can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (“**NSE EMERGE**”) at www.nseindia.com respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
6.

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.

7.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

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

The remote e-voting period begins on **Sunday, 20th September 2026**. at 09:00 A.M. (IST) and ends on **Tuesday, 22nd September 2026** at 05: 00 P.M. (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. **Wednesday, 16th September. 2026**, 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 **Wednesday, 16th September. 2026**.

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 meetings for Individual shareholders holding securities in demat mode

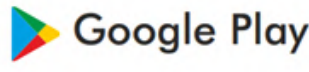


In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on Individual Shareholders holding securities in demat mode with NSDL. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication,you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on





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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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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

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

B) Login Method for e-Voting and joining virtual meetings 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 user 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.
- b) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 Meetings on NSDL e-Voting system.

How to cast your vote electronically and join General Meetings 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.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
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 sutharkc@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 1.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 to reset the password.
3. 1.In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com



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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 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 compliance@konstelec.com. If you are an Individual shareholder 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 meetings for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 1.In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the 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 EGM/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 compliance@konstelec.com. The same will be replied by the company suitably.
6. **Registration as speaker shareholder:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from **Wednesday, 16 September 2026, to Sunday, 20 September 2026 (up to 5:00 p.m. IST)** from their registered e-mail Id’s mentioning their name,

DP ID and client Id/folio number, PAN, mobile number on compliance@konstelec.com as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments or answering queries during the meeting. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.



Brief Profile of the Director seeking re-appointment at this Annual General Meeting (pursuant to Regulation 36 (3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings).

Name of Director	Mr. Biharilal Ravilal Shah								
Date of Birth	August 17, 1949								
Age	76 Years								
DIN	00337318								
Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	Initially, He was appointed under Promoter Category as an Executive Director of the Company since incorporation of the company i.e., December 05, 1995. Thereafter, Pursuant to approval of Board of Director in the Board Meeting held on February 26, 2015, he was appointed as a Managing Director of the Company with effect from March 1st, 2015, for a period of 5 years. Pursuant to the approval of member in the Extra Ordinary general meeting held on June 30, 2023, he was re-appointed as a Chairman cum Managing director of the Company with effect from July 01, 2023, again at the Board meeting held on 4th September 2025 his designation was change to Chairman and Whole time Director and the same was confirmed by the members of the company at the 30th AGM held on 26th September 2025, liable to retire by rotation. Terms of Appointment: Appointed for a term of five (5) years commencing from 4th September 2025 to 3rd September 2030 (both days inclusive)								
Date of first appointment on the Board	December 05, 1995								
Qualifications	He holds degree of B.E. (Electrical Engineering) from Shivaji University and Diploma in Fundamentals of Microprocessors & Microcomputers: Architecture, Software & Application from Indian Institute of Cybernetics								
Experience in Years	He has more than 46 years of experience in Engineering, Procurement, and Construction/ Commissioning (EPC) of Electrical Works.								
Number of equity shares held in your Company (as on the date of AGM Notice)	66,77,950 Shares 44.22 % (No. of voting rights)								
Number of Meetings of the Board attended during the year FY 2025-26.	Twenty- One –(21) Times								
Relationship with other Directors Managers and other Key Managerial Personnel(s) of the Company	Father of Mr. Amish Biharilal Shah, Managing Director, Father-in-law of Mr. Jigar Dhiresh Shah, Whole time Director & CEO								
Directorships of other Companies:	<table><tr><th>Sr. No</th><th>Name of the body corporate</th><th>Designation</th></tr><tr><td>1</td><td>Konstelec Sastra Automation Private Limited</td><td>Director</td></tr></table>			Sr. No	Name of the body corporate	Designation	1	Konstelec Sastra Automation Private Limited	Director
Sr. No	Name of the body corporate	Designation							
1	Konstelec Sastra Automation Private Limited	Director							
Memberships/Chairpersonships of committees of other companies	None								
Listed Entities from which she has resigned as Director in past 3 years	None								
Remuneration last drawn from the Company	Rs. 60,11,400.00								
Remuneration sought to be paid	As per terms and condition determined by the company								
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	Details Taking into consideration the size of the Company, the profile of Mr. Biharilal Ravilal Shah, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Executive Chairman is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.								
Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel.	Besides the remuneration proposed to be paid to him, Mr. Biharilal Ravilal Shah does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.								
Recognition or awards	None								
Skills, expertise, knowledge and competencies of Director	With over four decades of leadership in the Engineering, Procurement, and Construction (EPC) domain, his core expertise and competencies include Strategic leadership & vision, proven ability to guide large-scale infrastructure and electrical projects, deep understanding of electrical engineering principles, Project Management, Mentorship & Team Building.								
Information as required under Circular No. LIST/COMP/14/2018- 19 and NSE/ CML/ 2018/02 dated June 20, 2018, issued by the NSE.	Mr. Biharilal Ravilal Shah is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.								