

Date- September 05, 2025

To,
The General Manager,
Corporate Relationship Department,
BSE Limited,
Phiroz Jeejeebhoy Tower,
Dalal Street, Mumbai — 400 001,
Maharashtra, India

Reference: ISIN - INE469F01026; Scrip Code-531784; Symbol-KCLINFRA

Subject- Notice of 30th Annual General Meeting of KCL Infra Projects Limited.

Dear Sir/Madam,

In Compliance with provisions of Regulation 30 Read with PART A of Schedule III Of The SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015, we enclose herewith Notice of 30th Annual General Meeting of the company for the Financial Year ended 2024-2025 scheduled to be held on Tuesday, September 30, 2025 at 11:00 A.M (IST) through Video Conferencing (VC) or other Audio-Visual Means (OAVM). This notice is also sent to Members of the company as a part of Annual Report for the Financial Year 2024-2025.

The same is also hosted on Company's website at <http://www.kclinfra.com>

You are requested to kindly take the same on record for your further needful.

Thanking You,
Yours truly

For KCL Infra Project Limited

Mohan Jhawar
Digitally signed
by Mohan
Jhawar
Date: 2025.09.05
17:59:21 +05'30'

Mohan Jhawar
Managing Director
DIN: 00495473



NOTICE

Notice is hereby given that the 30th Annual General Meeting (AGM) of the Members of **KCL Infra Projects Limited** will be through Video Conferencing/ Other Audio-Visual Mode on Tuesday 30th September, 2025, at 11:00 AM. to transact the following businesses:

Details of the meeting are as follows:

Topic: 30th Annual General Meeting

Time: September 30th, 2025 11:00 A.M. India

ORDINARY BUSINESS:

i. Adoption of Financial Statements:

*To receive, consider and adopt the **Audited Financial Statement** of the company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025 the Statement of Profit and Loss Accounts and Cash flow statement for the year ended on that date along with reports of the Board of Director's and the Auditor's thereon.*

***"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."*

ii. To appoint a Director in place of Mr. Manoj Kumar Chourasiya (DIN: 08302587), who is liable to retire by rotation at this Annual General meeting and being eligible has offered himself for re-appointment.

***"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."*

SPECIAL BUSINESS:

i. Re-appointment of Mr. Mohan Jhawar (DIN: 00495473) as the Managing Director of the company in terms of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Ordinary Resolution

***"RESOLVED THAT,** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, approval of the Company be and is hereby accorded for the reappointment of **Mr. Mohan Jhawar (DIN: 00495473)** as Managing Director of the Company , for a period of three years from October 1, 2025 to March 31, 2028 and payment of remuneration for the aforesaid period on the terms and conditions, as approved by the Nomination & Remuneration Committee in its meeting held on June 9,2025.*

***"RESOLVED FURTHER THAT,** any of the Directors of the Company or the Company Secretary of the Company, be and are hereby individually and severally authorized to do, as they may in their absolute*

discretion deem fit, to do all such acts, deeds, matters, for as may be necessary for giving effect to the aforesaid resolution

ii. Re-appointment of MR. Moenuddin Makrani (DIN: 08546964), as Independent director of the company for another term of 5 years commencing from 1 October, 2025 till 30 September, 2030.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Director) Rule 2014 (including any statutory modification(s) or re enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of Five consecutive years commencing from October 1, 2025 up to March 31, 2030, not liable to retire by rotation.”

iii. Appointment of Asha & Associates as the Secretarial Auditor of the Company for the period of Five years.

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws or regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be necessary, consent of the members be and is hereby accorded for the appointment of CS Asha Bhachawat, Practicing Company Secretary, holding Membership No.F12717 and Certificate of Practice No. 20718, as the Secretarial Auditor of the Company for the period of Five Years, to conduct the Secretarial Audit as prescribed under the Act and SEBI Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to decide the terms and conditions of the appointment, including the remuneration payable to the Secretarial Auditor, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board
KCL Infra Projects Limited**

Date: September 05 ,2025

Place : Thane

Sd/-	Sd/-
Mohan Jhwar	Rahul Khande
Managing Director	Director
DIN :- 00495473	DIN :08095192

NOTES: -

a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 1 as stated above in annexed hereto.

b) The Ministry of Corporate Affairs ("MCA") vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), and Securities & Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this 30th AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.

c) Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.

d) No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting is held through Audio Visual means.

e) The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.

f) Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.

g) In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.kclinfra.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

h) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents Adroit Corporate Services Pvt. Ltd., 17/20, Jaffer bhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.

i) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

j) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

k) The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.

l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.

m) CS Vishakha Agrawal of Vishakha Agrawal & Associates., Practicing Company Secretaries (Membership No. 39298) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

n) A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

o) The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by using an e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.

p) If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e- voting.

q) The Equity Shares of the Company are listed on following Stock Exchanges in India: Bombay Stock Exchange Limited 25, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400001

r) The Company has designated an exclusive E-Mail ID called cs@kclinfra.com for redressal of Members' complaint/grievances. In case you have any queries/complaints or grievances, then please write to us atcs@kclinfra.com

s) Members can avail facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desired to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled into the office of Adroit Corporate Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

The instructions to shareholders for E Voting and joining Virtual Meetings are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 27 September 2025 at 9 am and ends on Monday 29 September 2025 at 5 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19 September 2025

may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	LoginMethod
Individual Shareholder holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 user so login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com click on login icon & New System My easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 alle-Voting Service Providers, so that the user can visit the e-Voting service providers' web site 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

	<p>registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p> <p>(i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual shareholders (holding securities In demat mode) login through their Depository participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the period.</p>

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

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

Logintype	Helpdeskdetails
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. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	MembersfacinganytechnicalissueinlogincancontactNSDLhelpdeskbysendingarequestatevoting@nsdl.co.inorcall attollfreeno.:18001020990and1800224430

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	ForPhysicalshareholdersandotherthanindividualshareholdersholdingsharesinDemat.
PAN	<p>Enteryour10-digitalalpha-numeric*PANissuedbyIncomeTaxDepartment(Applicablefor both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/DepositoryParticipantarerequestedtouse thesequencenumbersentbyCompany/RTAorcontactCompany/RTA.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name > on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

•Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@kclinfra.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1.For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2.For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)

3.For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33

1.The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2.The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

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

4.Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5.Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6.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.

7.Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8.Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

10.If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1.For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2.ForDemat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3.For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE OF REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 & SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS: -

1	Name of Director	Mr. Manoj Kumar Churasiya
2	DIN	08302587
3	Date of Birth	02/07/1975
4	Designation	Non Executive Director
5	Date of Appointment / Re-Appointment	31/08/2019
6	Qualification	B.Sc. (Computer Science)
7	Experience & Expertise in specific functional areas	Education, Training & Placement
8	Terms and Conditions of re-appointment	Director liable to retire by rotation
9	Details of shares held in the Company	NIL
10	Details of Remuneration sought to be paid	NIL
11	Listed entities in which the director has resigned in the past three years	NIL
12	Directorships held in other Companies (excluding foreign companies)	NIL
13	Membership/ Chairpersonship of Committees in other Companies	NIL

EXPLANATORY STATEMENT

(Pursuant to section 102 of Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the businesses mentioned under item no.1 of the accompanying notice:

ITEM NO.1

RE-APPOINTMENT OF MR. MOHAN JHAWAR AS MANAGING DIRECTOR OF THE COMPANY.

Mr. Mohan Jhawar had been re-appointed as Managing Director of the Company from October 1, 2025 for a period of 3 years. The term of office of Mr. Mohan Jhawar as Managing Director of the Company is due to expire on 30 September 2025. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Mohan Jhawar as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The remuneration payable to him shall remain the same as recommended by the Nomination and remuneration Committee.

ITEM NO.2

RE-APPOINTMENT OF MR. MOEENUDDIN MAKRANI FOR ANOTHER TERM OF 5 YEARS AS INDEPENDENT DIRECTOR.

The Board of directors of the company have decided to reappoint Mr.Moeenuddin Makranias the Independent director of the company for the second term of 5 consecutive years commencing form 1st October, 2025 till 30th September, 2030.

ITEM NO.3

APPOINTMENT OF ASHA & ASSOCIATES THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS.

In terms of the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015, every listed company and certain other prescribed class of companies are required to annex a Secretarial Audit Report, given by a Practicing Company Secretary, with its Board's Report.

The Board of Directors of the Company proposes to appoint CS Asha Bhachawat, Practicing Company Secretary, as the Secretarial Auditor of the Company for the period of Five Years on such terms and remuneration as may be decided by the Board.

Accordingly, the Board recommends the passing of the Special Resolution set out in the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel, and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board
Kcl Infra Projects Limited**

Date:- September 05, 2025

Place:- Thane

**Sd/-
Mohan Jhawar
Managing Director
DIN:-00495473**

**Sd/-
Rahul Khande
Director
DIN:- 08095192**