



KUNDAN
MINERALS & METALS

Date: 14th April,2025

To

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| The Manager - Listing National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: KUNDANMM | The Secretary BSE Limited, Corporate Relationship Dept., P. J. Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 507528 |
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Dear Sir/Madam,

Sub.: Intimation Regarding Convening of EGM and Submission of Notice of EGM.

Ref.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Extraordinary General Meeting ("EGM") of the members of the Company is scheduled to be held on Tuesday, 6th May,2025 at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time, to seek approval of the members on the proposal as provided in the Notice of the EGM. Please find enclosed Notice convening the EGM of members, which will be sent to the members of the Company whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent, Maheshwari Datamatics Private Limited Depository Participant(s) /Depositories. The Notice of the EGM will also be available on the Company's website at www.kundanmineralsandmetals.com.

KUNDAN MINERALS AND METALS LIMITED
(Formely Known as Eastern Sugar & Industries Limited)

CIN: L24205BR1964PLC006630

Email : info@kundanmineralsandmetals.com **Website :** www.kundanmineralsandmetals.com

Regd. Off: PO. Hanuman Sugar Mills, Motihari, P.S.-Motihari,East Champaran, Bihar-845401

Corp. Off : Flat No 4, 2nd Floor 3, Scindia House Connaught Place, New Delhi-110001



KUNDAN
MINERALS & METALS

Mr. Ansh Bhambri, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting process of the EGM in a fair and transparent manner.

Information at glance:

| Particulars | Details |
|--|---|
| Time and date of EGM | 12:30 P.M. IST, Tuesday, 6 th May,2025 |
| Mode | Video conference and other audio-visual means |
| Cut-off date for determining the eligibility of shareholders for remote e- voting or voting during the general meeting | Tuesday, 29 th April,2025 |
| E-voting start time and date | 9:00 A.M. IST, Saturday, 3 rd May,2025 |
| E-voting end time and date | 5:00 P.M. IST, Monday, 5 th May,2025 |
| E-voting website of NSDL | https://www.evoting.nsdl.com/ |

Request you to kindly take the aforesaid information on your record.

For and on behalf of

Kundan Minerals and Metals Limited

Deepak Gupta
Director
Din:06643918

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Corporate Office: 2nd Floor, Scindia House, 3, Janpath, Connaught Place, New Delhi-110001

Tel. No.: +91-011-69955555; E-mail: info@kundanmineralsandmetals.com

Website: www.kundanmineralsandmetals.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that 1st Extraordinary General Meeting of the Members of Kundan Minerals and Metals Limited for the Financial Year 2025-2026 will be held on **Tuesday, 6th Day of May, 2025** at 12:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

TO APPROVE AND RATIFY THE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. KUNDAN REFINERY PRIVATE LIMITED FOR THE FY 2024-25

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party transaction(s) as amended from time to time and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors for carrying out Material and /or including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or continuing with such material contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise for each nature separately), entered or proposed to be entered during the financial year 2024-25, in the nature of sale, purchase or supply of any goods or materials which are in the Ordinary course of business and on arm's length basis with M/s. Kundan Refinery Private Limited, being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing



KUNDAN
MINERALS & METALS

Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/transactions or as fresh and independent transaction(s) or otherwise, for an aggregate value not exceeding Rs. 5000 Crores (Rupees Five Thousand Crores Only) for the financial year 2024-25, on such terms and conditions as decided by the Board of Directors keeping in mind the best interest of the company and agreed by the related party more particularly enumerated in the Explanatory statement annexed to this Notice as mentioned hereunder.

FURTHER RESOLVED THAT the members hereby ratify the material related party transactions between the Company and M/s Kundan Refinery Private Limited, for the financial year 2024-2025, at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

ITEM NO. 2

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. KUNDAN REFINERY PRIVATE LIMITED FOR THE FY 2025-26

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transaction(s) as amended from time to time and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors for carrying out Material and /or including the ratification of any past transactions or modification(s) of earlier arrangements/ transactions or continuing with such material contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise for each nature separately), entered or proposed to be entered during the financial year 2025-26, in the nature of sale, purchase or



KUNDAN
MINERALS & METALS

supply of any goods or materials, availing or rendering of any services which are in the Ordinary course of business and on arm's length basis with Kundan Refinery Private Limited, being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/transactions or as fresh and independent transaction(s) or otherwise, for an aggregate value, in a financial year, not exceeding as mentioned in explanatory statement for the financial year 2025-26 and thereafter, on such terms and conditions as decided by the Board of Directors keeping in mind the best interest of the company and agreed by the related party more particularly enumerated in the Explanatory statement annexed to this Notice as mentioned hereunder.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

ITEM NO. 3

TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/ PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security with respect to loan taken by any person in whom any of the director of the company is interested, shall not at any time exceed the aggregate limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores Only).



KUNDAN
MINERALS & METALS

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

ITEM NO. 4

TO INCREASE LIMITS OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or



KUNDAN
MINERALS & METALS

appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be).”

ITEM NO. 5

TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

ITEM NO. 6

TO CONSIDER AND APPROVE THE LOANS AND ADVANCES WITH RELATED PARTY UNDER SECTION 185, READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185, read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



KUNDAN
MINERALS & METALS

Regulations, 2015 read with Regulation 2(1)(zb) of the Listing Regulations, and being material related party transaction, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s), advances, provide security or guarantee to M/s Gogia Leasing Limited upto an aggregate amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) at single point of time in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

ITEM NO. 7

TO CONSIDER AND APPROVE THE LOANS TAKEN FROM RELATED PARTY UNDER SECTION 180 (1) (C), READ WITH REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 2(1)(zb) of the Listing Regulations, and being material related party transaction, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for loan taken from related parties namely M/s Gogia Leasing Limited and Mr. Vidit Garg upto an aggregate amount not exceeding Rs. 1500 Crores (Rupees One Thousand and Five Hundred Crores Only) at single point of time in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural



KUNDAN
MINERALS & METALS

formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**By order of the Board of Directors of
Kundan Minerals and Metals Limited**

**Date: April 14, 2025
Place: New Delhi**

**Sd/-
Deepak Gupta
Director
DIN: 06643918**

**Registered Office: PO. Hanuman Sugar Mills, Motihari,
P.S.-Motihari, East Champaran, Bihar- 845401**

**Corporate Office: 2nd Floor, Scindia House,
3, Janpath, Connaught Place, New Delhi-110001
Tel. No.: +91-011-69955555; E-mail: info@kundanmineralsandmetals.com
Website: www.kundanmineralsandmetals.com**



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Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (EGM) is annexed hereto.
2. General instructions for accessing and participating in the EGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 - b. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") and SEBI Circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars"), and all other relevant circulars issued from time to time, have permitted the holding of EGM by companies through VC / OAVM upto September 30, 2025, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
3. The Members can join the Extra Ordinary General Meeting in the VC/OAVM mode 30 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 Extra Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders



KUNDAN
MINERALS & METALS

(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 Extra Ordinary General Meeting without restriction on account of first come first served basis.

4. The attendance of the Members attending the Extra Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at Extra Ordinary General Meeting and facility for those Members participating in Extra Ordinary General Meeting to cast vote through e-Voting system during Extra Ordinary General Meeting.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 during the EGM will be provided by NSDL.
7. In line with the MCA and SEBI Circulars the Notice calling the Extra Ordinary General Meeting has been uploaded on the website of the Company at www.kundanmineralsandmetals.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Extra Ordinary General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Since the Extra Ordinary General Meeting will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.



KUNDAN
MINERALS & METALS

8. Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: info@kundanmineralsandmetals.com with a copy marked to evoting@nsdl.com.

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

The remote e-voting period begins on Saturday, May 3, 2025, at 9:00 A.M. and ends on Monday, May 5, 2025 at 5:00 P.M. 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. Tuesday, April 29, 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 Tuesday, April 29, 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 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. | (i) 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 |



KUNDAN

MINERALS & METALS

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| | <p>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.</p> <p>(ii) If you are 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>(iii) 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 (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.</p> <p>(iv) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| 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 |



KUNDAN

MINERALS & METALS

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| | <p>Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none">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. 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. |

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 evoting@nsdl.com or call at 022 - 4886 7000. |



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MINERALS & METALS

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

**B) Login Method 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.



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MINERALS & METALS

- 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'?
 - a) 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'.
 - b) 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.



KUNDAN
MINERALS & METALS

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 ansh@bhambri.co.in 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. 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. 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 to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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:



KUNDAN
MINERALS & METALS

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 info@kundanmineralsandmetals.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 info@kundanmineralsandmetals.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 for Individual shareholders holding securities in demat mode.**
3. 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.
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 EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM 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



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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. Questions during EGM with regard to the financial statements or any other matter to be placed at the EGM, need to register themselves as a speaker by sending their request 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 info@kundanmineralsandmetals.com **at least 3 (three) days prior to meeting.** Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the EGM, depending upon the availability of time.

Other Guidelines for Members

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.
2. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut- off date, Tuesday, April 29, 2025.**
3. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by email and holds shares as on the **cut-off date i.e. Tuesday, April 29, 2025**, may obtain the User ID and password by sending a request to the Company's email address info@kundanmineralsandmetals.com. However, if you are already registered with



KUNDAN
MINERALS & METALS

NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
5. Mr. Ansh Bhambri, Practicing Company Secretary (FCS 13356 | CP 22626), (Peer Review Certificate. No. 2971/2023), as the Scrutinizer (‘Scrutinizer’), has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
6. The Results of voting will be declared within 2 working day from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.kundanmineralsandmetals.com and on the website of National Securities Depository Limited; such results will also be forwarded to the National Stock Exchange of India Limited, BSE Limited, where the Company’s shares are listed.
7. Pursuant to the MCA and SEBI Circulars, the Notice of EGM, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered alongwith scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address info@kundanmineralsandmetals.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.



KUNDAN
MINERALS & METALS

8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- c. During EGM, Members may access scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

**By order of the Board of Directors of
Kundan Minerals and Metals Limited**

Sd/-

Deepak Gupta
Director
DIN: 06643918

Date: April 14, 2025

Place: New Delhi

**Registered Office: PO. Hanuman Sugar Mills, Motihari,
P.S.-Motihari, East Champaran, Bihar- 845401**

**Corporate Office: 2nd Floor, Scindia House,
3, Janpath, Connaught Place, New Delhi-110001**

Tel. No.: +91-011-69955555; E-mail: info@kundanmineralsandmetals.com

Website: www.kundanmineralsandmetals.com



KUNDAN
MINERALS & METALS

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 1:

Pursuant to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), no Company shall enter into any related party transactions without the consent of the Board of Directors of the Company and the Prior approval of the Members of the Company where such transaction (sale, purchase or supply of any goods or material, directly or through appointment of agent) amounts to or exceeds 10% of the turnover of the Company, as the case may be. However, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. The proposed transactions with the related party as mentioned in the resolutions are at arm's length and in the ordinary course of business of the Company and are of recurring nature. However, pursuant to the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, all transactions with related parties exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or Rs. 1000 Crore, shall require the approval of the members of the Company, even if they are entered into in the ordinary course of business and on arm's length basis. The Audit Committee and Board of Directors of the Company have approved the transactions with Kundan Refinery Private Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 13th February, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Earlier the Company has taken approval of related party transaction upto the limit of Rs. 1000 Crores which need to be modified and rectified upto Rs. 5000 Crores for the FY 2024-25. The value of transactions with M/s. Kundan Refinery Private Limited for the financial year 2024-2025 is considered a Material Related Party Transaction and the Board of Directors of your Company recommends for the consideration, ratification and approvals of the Members on the transactions (proposed and already executed transactions) by way of an Ordinary Resolution. Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:



KUNDAN
MINERALS & METALS

| SR. NO. | DESCRIPTIONS | PARTICULAR-1 | PARTICULAR-2 |
|----------------|---|---|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | M/s Kundan Refinery Private Limited Relationship: (Group Company with common promoters / Directors) | M/s Kundan Refinery Private Limited Relationship: (Group Company with common promoters / Directors) |
| 2 | Type, material terms and particulars of the proposed Transaction | The proposed transactions include Sale / Supply of good and materials. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company with the aforesaid related party. | The proposed transactions include Purchase / Receipt of good and materials. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company with the aforesaid related party. |
| 3 | Value of the transaction | An aggregate value not exceeding Rs. 5000 Crores (Rupees Five Thousand Crores Only) for the Financial year 2024-25. | An aggregate value not exceeding Rs. 5000 Crores (Rupees Five Thousand Crores Only) for the Financial year 2024-25. |
| 4 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial | The listed entity commenced its operations in the month of March 2024 hence, the turnover is negligible. | The listed entity commenced its operations in the month of March 2024 hence, the turnover is negligible. |



KUNDAN
MINERALS & METALS

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| | year, that is represented by the value of the proposed transaction. | | |
| 5 | For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Not Applicable | Not Applicable |
| 6 | Tenure of the transaction | 2024-2025 | 2024-2025 |
| 7 | Justification for why the proposed transaction is in the interest of the listed entity | To diversify the business of the company, easy excess to the market and the transaction is beneficial and in the best interest of the Company. | To diversify the business of the company, easy excess to the market and the transaction is beneficial and in the best interest of the Company. |
| 8 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | The Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. | The Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. |
| 9 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the transaction will be made available through the registered email | No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business | No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business |



KUNDAN
MINERALS & METALS

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| | address of the shareholders | | |
| 10. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - | - |
| 11. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 |

ITEM NO. 2:

Pursuant to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), no Company shall enter into any related party transactions without the consent of the Board of Directors of the Company and the Prior approval of the Members of the Company where such transaction (sale, purchase or supply of any goods or material, directly or through appointment of agent) amounts to or exceeds 10% of the turnover of the Company, as the case may be. However, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

The proposed transactions with the related party as mentioned in the resolutions are at arm's length and in the ordinary course of business of the Company and are of recurring nature. However, pursuant to the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, all transactions with related parties exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or Rs. 1000 Crore, shall require the approval of the members of the Company, even if they are entered into in the ordinary course of business and on arm's length basis. The Audit Committee and Board of Directors of the Company have approved the transactions with Kundan Refinery Private Limited, subject



KUNDAN
MINERALS & METALS

to the approval of the members, which was placed before them at its respective meetings held on 13th February, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

The value of transactions, in a financial year, with M/s. Kundan Refinery Private Limited for the financial year 2025-2026 and subsequent financial years, is likely to exceed the prescribed thresholds as per statute and is considered a Material Related Party Transaction and the Board of Directors of your Company recommends for the consideration and approvals of the Members on the proposed transaction by way of an Ordinary Resolution. Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

| SR. NO. | DESCRIPTIONS | PARTICULAR-1 | PARTICULAR-2 |
|----------------|---|---|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | M/s Kundan Refinery Private Limited Relationship: (Group Company with common promoters / Directors) | M/s Kundan Refinery Private Limited Relationship: (Group Company with common promoters / Directors) |
| 2 | Type, material terms and particulars of the proposed Transaction | The proposed transactions include Sale / Supply of good and materials. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company with the aforesaid related party. | The proposed transactions include Purchase / Receipt of good and materials. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company |



KUNDAN
MINERALS & METALS

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| | | | with the aforesaid related party. |
| 3 | Value of the transaction | An aggregate value, in a financial year, not exceeding Rs. 8000 Crores (Rupees Eight Thousand Crores Only) for the Financial year 2025-26 and subsequent financial years. | An aggregate value, in a financial year, not exceeding Rs. 8000 Crores (Rupees Eight Thousand Crores Only) for the Financial year 2025-26 and subsequent financial years. |
| 4 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. | The listed entity commenced its operations in the month of March 2024 hence, the turnover is negligible. | The listed entity commenced its operations in the month of March 2024 hence, the turnover is negligible. |
| 5 | For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Not Applicable | Not Applicable |
| 6 | Tenure of the transaction | 2025-2026 and subsequent financial years | 2025-2026 and subsequent financial years |
| 7 | Justification for why the proposed transaction is in the interest of the listed entity | To diversify the business of the company, easy excess to the market and the transaction is beneficial and in the best interest of the Company. | To diversify the business of the company, easy excess to the market and the transaction is beneficial and in the best interest of the Company. |



KUNDAN
MINERALS & METALS

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| 8 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | The Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. | The Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. |
| 9 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the transaction will be made available through the registered email address of the shareholders | No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business | No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business |
| 10. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - | - |
| 11. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 |



KUNDAN
MINERALS & METALS

| SR. NO. | DESCRIPTIONS | PARTICULAR-3 | PARTICULAR-4 |
|----------------|---|---|---|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | M/s Kundan Refinery Private Limited Relationship: (Group Company with common promoters / Directors) | M/s Kundan Refinery Private Limited Relationship: (Group Company with common promoters / Directors) |
| 2 | Type, material terms and particulars of the proposed Transaction | The proposed transactions include rendering of services. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company with the aforesaid related party. | The proposed transactions include receipt of services. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All the proposed Transactions are on recurring basis and shall be carried out on arm's length basis and in the ordinary course of business of the Company with the aforesaid related party. |
| 3 | Value of the transaction | An aggregate value not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) for the Financial year 2025-26 and subsequent financial years. | An aggregate value not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) for the Financial year 2025-26 and subsequent financial years. |
| 4 | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding | The listed entity commenced its operations in the month of March | The listed entity commenced its operations in the month of March |



KUNDAN
MINERALS & METALS

| | | | |
|---|--|---|---|
| | financial year, that is represented by the value of the proposed transaction. | 2024 hence, the turnover is negligible. | 2024 hence, the turnover is negligible. |
| 5 | For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Not Applicable | Not Applicable |
| 6 | Tenure of the transaction | 2025-2026 and subsequent financial years. | 2025-2026 and subsequent financial years. |
| 7 | Justification for why the proposed transaction is in the interest of the listed entity | To diversify the business of the company, easy excess to the market and the transaction is beneficial and in the best interest of the Company. | To diversify the business of the company, easy excess to the market and the transaction is beneficial and in the best interest of the Company. |
| 8 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | The Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. | The Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary. |
| 9 | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the transaction will be made available through the registered | No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business | No such valuation or other external report, the existing / proposed transactions shall be done on arm's length basis in the ordinary course of business |



KUNDAN
MINERALS & METALS

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| | email address of the shareholders | | |
| 10. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - | - |
| 11. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 |

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution. The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 2 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this notice

ITEM NO. 3:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.



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In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 13th February, 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores Only). Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM NO. 4

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 13th February, 2025 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate amount of Rs.2500



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Crores (Rupees Two Thousand Five Hundred Crores Only) and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders.

ITEM NO. 5

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 13th February, 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to board of directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of Rs.2500 Crores (Rupees Two Thousand Five Hundred Crores Only).

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.



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ITEM NO. 6

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 6 of the notice. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 6 of the notice for your approval as a Special Resolution.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

Pursuant to the provisions Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:



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| S.NO. | DESCRIPTION | PARTICULARS |
|-------|--|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | GOGIA LEASING LIMITED (CIN: U74899DL1992PLC050733) Relationship: Common Director |
| 2. | Type, material terms, monetary value and particulars of contract/arrangement | To give loan to Gogia Leasing Limited upto Rs. 1000 Crores (Rupees One Thousand Crores) at single point of time from the surplus funds generated from time to time and shall be valid from the FY 2025-26 and subsequent financial year. |
| 3. | Particulars of the proposed transaction | As provided in Serial Number 2 above |
| 4. | Value of the proposed transaction | As provided in Serial Number 2 above |
| 5. | Name of Director(s) or Key Managerial Personnel who is related, if any | Mr. Vidit Garg and Mr. Udit Garg |
| 6. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | The listed entity commenced its operations in the month of March 2024 hence, the turnover was negligible. |
| 7. | i. details of the source of funds in connection with the proposed transaction, | M/s Gogia Leasing Limited is an NBFC, providing and giving and taken loans comes under its normal course of business. |
| | ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances | No |



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| | or investments, • nature of indebtedness. • cost of funds; and • tenure. | |
| | iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and | Unsecured loan. Interest rate will be in line with prevailing bank lending rates. |
| | iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | Funds shall be utilized for its principal business activities. |
| 8. | Justification as to why the RPT is in the interest of the listed entity. | The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity. |
| 9. | A copy of the valuation or other external party report, if any such report has been relied upon. | NA |
| 10. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis. | Not applicable |
| 11. | Any other information that may be relevant | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice. |

ITEM NO. 7

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business



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provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Moreover, Pursuant to the provisions Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors recommend the resolution set forth in Item no. 7 of the notice for your approval as a Special Resolution.

Except Mr. Vidit Garg and Mr. Udit Garg, no other directors or KMPs are interested in this resolution.

Information as per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

| S.NO. | DESCRIPTION | PARTICULARS | PARTICULARS |
|--------------|---|--|--|
| 1. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Gogia Leasing Limited (CIN: U74899DL1992PLC050733) Relationship: Common Director | Vidit Garg Relationship: Director |



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| 2. | Type, material terms, monetary value and particulars of contract/arrangement | To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 1400 Crores (Rupees One Thousand and Four Hundred Crores) at single point of time through contracts/arrangements/ Memorandum of Understanding and shall be valid from the FY 2025-26 and subsequent financial year. | To borrow loan so that the company will be able meet its objectives/requirements. Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum of Rs. 100,00,00,000/- (Rupees One Hundred Crores) at single point of time through contracts/ arrangements/ Memorandum of Understanding and shall be valid from the valid from the FY 2025-26 and subsequent financial year. |
| 3. | Particulars of the proposed transaction | As provided in Serial Number 2 above | As provided in Serial Number 2 above |
| 4. | Value of the proposed transaction | As provided in Serial Number 2 above | As provided in Serial Number 2 above |
| 5. | Name of Director(s) or Key Managerial Personnel who is related, if any | Mr. Vidit Garg, himself and Mr. Udit Garg | Mr. Vidit Garg, himself |
| 6. | The percentage of the listed entity's annual consolidated turnover, for the immediately | The listed entity commenced its operations in the month of March 2024 hence, the turnover is negligible. | The listed entity commenced its operations in the month of March 2024 hence, the turnover is negligible. |



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| | preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | | |
| Following additional disclosures to be made in the case of loans, inter-corporate deposits, advances or investments made or given: | | | |
| 7. | i. details of the source of funds in connection with the proposed transaction | M/s Gogia Leasing Limited is an NBFC, providing and giving loans comes under its normal course of business. | Out of his own funds |
| | ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure. | No | No |
| | iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; | Unsecured working capital loan. Interest rate will be in line with prevailing bank lending rates. | Interest free loan |



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| | if secured, the nature of security and | | |
| | iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | Funds shall be utilized for its principal business activities | Funds shall be utilized for its principal business activities |
| 8. | Justification as to why the RPT is in the interest of the listed entity. | The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity. | The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity. |
| 9. | A copy of the valuation or other external party report, if any such report has been relied upon. | NA | NA |
| 10. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis. | Not applicable | Not applicable |
| 11. | Any other information that may be relevant | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) |



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| | | of the Act, forming part of this Notice. | of the Act, forming part of this Notice. |
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**By order of the Board of Directors of
Kundan Minerals and Metals Limited**

**Sd/-
Deepak Gupta
Director
DIN: 06643918**

**Date: April 14, 2025
Place: New Delhi**

**Registered Office: PO. Hanuman Sugar Mills, Motihari,
P.S.-Motihari, East Champaran, Bihar- 845401**

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