

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **CENTREAL BIOFUELS LIMITED (Formerly Known as Melker TTI Biofuels Limited)** will be held on Tuesday, **30th September, 2025** at 03.00 PM through Video Conferencing/Other Audio Visual Means ("VC/OAVM") in compliance with provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder to transact the business as set forth in the Notice of the AGM ("Notice"), which will be circulated for convening the AGM in due course:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025, TOGETHER WITH REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

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

"RESOLVED THAT the Audited Annual Financial Statements of the Company for the financial year 2024-25, comprising the Statement of Profit & Loss, Balance Sheet, Cash Flow Statement, Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. JOBY GEORGE (DIN: 06429801) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Joby George (DIN: 06429801), who retires by rotation at this meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3. TO REGULARISE MR. JOBY GEORGE (DIN: 06429801) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Joby George (DIN: 06429801) who was appointed as an Additional Executive Director of the Company with effect from 20th May, 2025 by the Board of Directors and who holds the office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as the Director (Executive) of the Company.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

4. APPOINTMENT OF MR. JOBY GEORGE (DIN: 06429801) AS MANAGING DIRECTOR OF THE COMPANY:

To Consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V, other applicable provisions of the Companies Act, 2013, and Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the Articles of Association of the Company, the extent Rules / Regulations / Guidelines / Notifications and Circulars prescribed by any relevant authorities, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Joby George (DIN: 06429801) as the Managing Director (MD) of the Company for a period of 5 (five) Years with effect from 16th June, 2025 on such terms and conditions, including remuneration, as may be determined by the Board of Directors, subject to a maximum aggregate remuneration not exceeding Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum during his tenure, in accordance with the Company’s policy and at the discretion of the Board.”

RESOLVED FURTHER THAT Mr. Joby George (DIN: 06429801), Managing Director, shall be entitled to reimbursement of actual expenses incurred in connection with entertainment, travelling, boarding, lodging, and other business-related expenditures, in accordance with the Company’s policy.”

RESOLVED FURTHER THAT the Board of Directors of the Company, or any Committee thereof duly authorised in this regard, be and is hereby authorised to alter, amend, ratify or vary the terms and conditions of his appointment and remuneration as it may deem fit, within the overall approved limits.”

RESOLVED FURTHER THAT the remuneration payable to Mr. Joby George (DIN: 06429801) Managing Director (MD) is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing Director / Whole time Directors of the Company and / or ten percent (10%) of the net profits of the Company for all Managing Director / Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and rules made thereunder including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force; or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the

maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, in case of no profits / inadequate profits and term of the appointment as regards remuneration would stand revised in such case and will not exceed three years from the date of such insufficiency.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

5. REGULARISATION OF APPOINTMENT OF INDEPENDENT ADDITIONAL DIRECTOR, MR. TOMIN JOSEPH THACHANKARY (DIN: 10245283) BY APPOINTING HIM AS CHAIRMAN AND DIRECTOR OF THE COMPANY:

To Consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tomin Joseph Thachankary (DIN: 10245283) who was appointed as an Additional Director and chairman of the Company with effect from 10th June, 2025, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided under the Act, approval of the Members be and hereby accorded to appoint Mr. Tomin Joseph Thachankary (DIN: 10245283), to continue as Non-Executive Independent Director and Chairman of the Company for the remaining period of his term of 5 years.”

“RESOLVED FURTHER THAT Mr. Tomin Joseph Thachankary (DIN: 10245283), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 10th June, 2025.”

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

6. TO REGULARISE MR. THONNANGAMATH BABU SANDEEP (DIN: 08242822) AS AN NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Thonnangamath Babu Sandeep (DIN: 08242822) who was appointed as an Additional Non Executive Director of the Company with effect from 16th June, 2025 by the Board of Directors who holds the office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as the Director (Non-Executive) of the Company.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

7. TO REGULARISE MR. ABIDH ABUBAKKAR (DIN: 08569590) AS AN NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Abidh Abubakkar (DIN: 08569590) who was appointed as an Additional Non Executive Director of the Company with effect from 16th June, 2025 by the Board of Directors and who holds the office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as the Director (Non-Executive) of the Company.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

8. APPROVAL FOR MAKING LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR PROVIDE SECURITIES IN CONNECTION WITH A LOAN UPTO RS. 500 (RUPEES ONE HUNDRED) CRORE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Consent of the members of the Company be and is hereby accorded to (a) give any loans any person or other body corporate, or (b) give any guarantees or to provide security in connection with

a loan to any other body corporate or person, or (c) acquire by way of subscription, purchase or otherwise, the securities of wholly owned subsidiary by incorporating one or any other body corporate, as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not at any time exceed Rs. 500 (Rupees Five Hundred) Crore Only over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions including incorporation of subsidiary for investment and appointing any director as authorized representative and/or nominee directors on board of such subsidiary as required and to give all such directions as may be necessary or desirable and to settle all matters that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

9. APPROVED BORROWING LIMITS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

To consider and if thought to pass with or without modification(s), as **Special Resolution**

"RESOLVED THAT pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from of financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e, reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed ₹1,000 crore (Rupees One Thousand Crore only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

10. TO MORTGAGE SELL AND / OR CHARGE ALL OR ANY PART OF THE MOVABLE AND / OR IMMOVABLE PROPERTIES OF THE COMPANY AS SECURITY FOR BORROWING.

To consider and if thought to pass with or without modification(s), as **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) 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 pledge, mortgage, hypothecate, create floating charge, transfer, sell, lease or dispose-off all or any movable or immovable, or tangible or intangible properties of the Company both present and future, and/or the whole or part of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders in the best interest of the Company; to secure the amount borrowed by the Company or any third party from time to time; for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings; provided that the aggregate indebtedness secured by the assets/properties/undertaking of the Company shall not at any time exceed the aggregate limit of ₹1,000 crore (Rupees One Thousand Crore only).

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.”

11. APPROVED RELATED PARTY TRANSACTION WITH MR. JOBY GEORGE:

To consider and if thought to pass with or without modification(s), as **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of the Shareholders/members of the company be and is hereby accorded for entering into a contract with contract(s)/ arrangement(s)/ transaction(s) with Mr. Joby George, a related party directly or through their relative being a related party within the meaning of Section 2(76) of the Act that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company:

Sr No	Name of the Related Party with whom transactions may be undertaken and Nature of Relationship	Nature of Transaction	Total Amount of Transaction proposed	Name of Director or KMP who is related
1.	Mr. Joby George (Director of the Company)	Loans from Director/ Remuneration	Not More than Rs. 500 Crore	Self

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other

Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

12. APPROVED RELATED PARTY TRANSACTION WITH KEY MANAGERIAL PERSONAL (KMP) AND / OR DIRECTOR:

To consider and if thought to pass with or without modification(s), as **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of section 188 (1)(f) of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, approval of members be and is hereby accorded to pay or enhance the remuneration of key managerial Personal (KMP) and / or Director appointed or proposed to be appointed not exceeding Rs. 500 Crore (Rupees Five Hundred Crore), a related party directly or through their relative being a related party within the meaning of Section 2(76) of the Act that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

13. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S. REALEARTH ECOFARMS INDIA PRIVATE LIMITED:

To consider and if thought to pass with or without modification(s), as **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other relevant provisions of the Companies Act, 2013 (“Act”), if any, and the rules framed thereunder, the applicable law (including, any statutory modification(s) or amendment thereto or re-enactment thereof; the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, basis the approval of Board of Directors of the Company and subject to such other necessary

registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any duly authorised Committee constituted by the Board) for executing and/ or renewing contracts/transactions or continuing the obligations under previous contracts/sale, purchase or supply of any goods, Materials and Assets/selling or otherwise disposing of, or buying, property of any kind/leasing of property of any kind/availing or rendering of any services/Loans and Interest received/given between the Company and M/s. Realearth Ecofarms India Private Limited, (a 'Related Party' under Section 2(76) of the Act), for a tenure opted for by the Company and / or the related party and up to a maximum aggregate value of Rs. 500 Crore (Rupees Five Hundred crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and M/s. Realearth Ecofarms India Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

14. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S. REAL ONE MULTITRADE INDIA PRIVATE LIMITED:

To consider and if thought to pass with or without modification(s), as **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 and all other relevant provisions of the Companies Act, 2013 ("Act"), if any, and the rules framed thereunder, the applicable law (including, any statutory modification(s) or amendment thereto or re-enactment thereof; the Memorandum and Articles of Association of the Company; and

other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, basis the approval of Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”, which term shall include any duly authorised Committee constituted by the Board) for executing and/ or renewing contracts/transactions or continuing the obligations under previous contracts/sale, purchase or supply of any goods, Materials and Assets/selling or otherwise disposing of, or buying, property of any kind/leasing of property of any kind/availing or rendering of any services/Loans and Interest received/given between the Company and M/s. Real One Multitrade India Private Limited, (a ‘Related Party’ under Section 2(76) of the Act), for a tenure opted for by the Company and / or the related party and up to a maximum aggregate value of Rs. 500 Crore (Rupees Five Hundred crore only) plus applicable taxes, in the ordinary course of business of the Company and at arm’s length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and M/s. Real One Multitrade India Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

15. INVESTMENT AND CONVERSION INTO EQUITY SHARES:

To consider and if thought to pass with or without modification(s), as **Special Resolution**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, and other applicable laws, the consent of the members be and is hereby accorded to the Board of Directors of the Company to accept investment/infusion

of funds from the proposed investors/related parties on such terms and conditions as may be mutually agreed, with an enabling option to convert such investment into equity shares, preference shares, or any other securities, including by way of private placement, at a later stage, subject to compliance with applicable laws.”

RESOLVED FURTHER THAT subject to provisions of this resolution and the applicable laws, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and accept the terms and conditions of availing the Loans from the Lenders, to enter into loans agreements, with the Lenders and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, expedient or desirable for availing the Loans from the Lenders and for giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, expedient or desirable, for issuing, allotting and listing of the Equity Shares in accordance with this resolution and the applicable laws, to delegate all or any of its power conferred by this resolution to any of its committee or any director(s) or officer(s) of the Company, to settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things as the Board in its absolute discretion may deem fit for giving effect to this resolution, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For, CENTREAL BIOFUELS LIMITED
(Formerly Known as Melker TTI Biofuels Limited)

ASWATHY ANAND
Company Secretary
Date: 05th September, 2025
Place: Kerala

Reg. Office:
Plot No.39, Pilerne Industrial Estate, Pilerne, Bardez,
North Goa, Goa, India, 403511

Corporate Office:
Supra Tower Door No 2196 3rd Floor, Seaport-Airport Rd Vallathol Junction,
Thrikkakara, Ernakulam, Ernakulam, Kerala, India, 682021

NOTES

1. Statement giving details of the Directors seeking appointment/ re-appointment is annexed with this Notice pursuant to the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
2. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning resolutions vide item No. 3 to 15 in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
3. In compliance with provisions of the Companies Act, 2013 ("the Act") and Rules framed thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), read with General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and the Latest being General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs and Circulars no. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and the Latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting through VC/OAVM without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 25th AGM of the Company is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The deemed venue for the AGM will be the Registered Office of the Company
4. Share Transfer Books of the Company will remain closed from 24-09-2025 to 30-09-2025 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 30-09-2025.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to

the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

8. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. Since the AGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.
11. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories and whose name appears as on cut-off date i.e 05th September August, 2025 Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website.
12. Company has engaged the services of PURVA. The Board of Directors of the Company has appointed **Ms. Alpana Sethia** Practicing Company Secretary (COP 5098) as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on September 27, 2025 at 9.00 AM and ends on September 29, 2025 at 5.00 PM.
13. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting / e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.
14. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at melkertti@gmail.com with a copy marked to support@purvashare.com on or before September 25, 2025, up to 5:00 pm without which the vote shall not be treated as valid.
15. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date is September 23, 2025.
16. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast at the AGM, in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in

favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorized Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty-eight hours of the conclusion of the meeting.

17. The Scrutinizer's decision on the validity of the votes shall be final and binding.
18. The result along with the Scrutinizer's report shall be placed on the website of the Company immediately after the result is declared.
19. Resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the resolutions.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.



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

Purva e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's [General Circular No. 20/2020](#), dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or

before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday 27th September, 2025 at 09.00 AM and ends on Monday 29th September, 2025 at 05.00 PM. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 with NSDL	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.nsdl.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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play   5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on

	registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.
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. 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 meeting.

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

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

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVENT NO. for the relevant <CENTREAL BIOUFUELS LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (x) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.

- 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 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 viz; melkertti@gmail.com if they have voted from individual tab & not uploaded same in the Purva 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:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 (info@centrealbiofuels.com). 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 (info@centrealbiofuels.com). 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 shall 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 **support@purvashare.com**.
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 Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.



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

ITEM NO. 3:

Mr. Joby George (DIN: 06429801) has been appointed by the Board as an Additional Director (Executive) w.e.f. 20th May, 2025 to hold the office till the Annual General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting. Mr. Joby George satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. He is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The appointee shall devote his time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Mr. Joby George (DIN: 06429801) is an entrepreneur with over two decades of experience spanning financial services, cooperative institutions, retail, and renewable energy. His career has been defined by building value-driven organizations that deliver sustainable growth, generate employment, and create meaningful community impact. With a proven background in scaling enterprises and developing strong marketing teams, he currently lead multiple organizations under his strategic vision.

Remuneration shall be paid applicable sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, (the Act), Applicable rules Read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Joby George (DIN: 06429801) requires approval of the Members.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a Mr. Joby George (DIN: 06429801), proposing his candidature for appointment. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The details required under the provisions of Secretarial Standard-2 on General Meetings are provided as Annexure A of this Notice.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 3 of the Notice above by way of ordinary resolution.

Except Mr. Joby George none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

ITEM NO. 4:

The Nomination & Remuneration Committee ("NRC") assesses the composition of the Board and makes recommendations to the Board of Directors for appointment of Managing Director. As per Section 203 of the Companies Act, 2013, every listed company

and every other public company having a paid-up capital of Rs. 10 Crore, or more is required to have Whole Time Key Managerial Personnel including Managing Director. Considering the expansion plan company requires appointment of key managerial personnel.

As per Section 197 and Schedule V of the Companies Act, 2013, the terms and conditions of such appointment and remuneration payable shall have to be approved by the Board of Directors at a meeting which shall be subject to approval by the Shareholders at the next General Meeting of the Company.

Mr. Joby George (DIN: 06429801) is not disqualified from being appointed as a Managing Director under Section 164 of the Companies Act, 2013, and possesses the relevant expertise and experience and has demonstrated his professional capability in diverse facets of management.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any non-convertible debentures. The Company would greatly benefit from the rich and varied experience of Mr. Joby George (DIN: 06429801). There is no adverse information against him available in the public domain.

As Managing Director of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.

Mr. Joby George (DIN: 06429801) is an entrepreneur with over two decades of experience spanning financial services, cooperative institutions, retail, and renewable energy. His career has been defined by building value-driven organizations that deliver sustainable growth, generate employment, and create meaningful community impact. With a proven background in scaling enterprises and developing strong marketing teams, he currently lead multiple organizations under his strategic vision.

The details required under the provisions of Secretarial Standard-2 on General Meetings are provided as Annexure A of this Notice.

Accordingly the Board has proposed to appoint Mr. Joby George (DIN: 06429801) as a MD of the Company for a period of 5 (Five) Years with effect from 20th May, 2025 in terms of the applicable provisions of the Companies Act, 2013, on such terms and conditions and remuneration upto maximum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.

As the Company is Public Unlisted company, for paying remuneration in excess of limit prescribed to cover the situation of insufficiency of the profit based on the proposed remuneration it is required to obtain advance approval under Section II of Part II of Schedule V to the Companies Act, 2013, to grant the remuneration to managerial personnel without seeking any further consent of the members in case of insufficiency of the profit based on criteria covered thereunder.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

Sr. No.	Particulars	Details	
1	Nature of Industry	Manufacturing	
2	Date of commencement of commercial production / operations	The Company was incorporated on 01 st May, 2000.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (the Company is an existing Company).	
4	Financial performance based on given indicators	2024-25 (In Rs.)	2023-24 (In Rs.)
	Net worth	966480112	305354251
	Profit/ (Loss) after tax	1475998	6240481
5	Export performance and net foreign exchange collaboration	Nil	
6	Foreign investments or collaborations, if any- Investment in Subsidiary	Nil	

II. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Mr. Joby George is an entrepreneur with over two decades of experience spanning financial services, cooperative institutions, retail, and renewable energy. His career has been defined by building value-driven organizations that deliver sustainable growth, generate employment, and create meaningful community impact. With a proven background in scaling enterprises and developing strong marketing teams, he currently lead multiple organizations under his strategic vision
2	Past Remunerations	NIL
3	Recognition or Awards	NA
4	Job Profile and Suitability	As Managing Director of the Company he is responsible for the complete operations of the Company. He is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Taking into account his previous experience, educational

		background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
5	Remuneration proposed	Remuneration not exceeding Rs. 5,00,000 per month aggregating to Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum effective from 16 th June , 2025 for a term of 5 years which shall include Basic pay, HRA, Perquisites, Other / Special allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Mr. Joby George is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to him, Mr. Joby George does not have any other pecuniary relationship with the Company or relationship with the other managerial personnel or Directors of the Company.

III. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 24-25, the Company has made profits. Further, the Company is expected to earn profit for the current financial year, however probable reasons for any loss or inadequate profit in future could be because of the following: - Competitive factors in the service section. - High Risk Cost due to higher delinquency in the business. - Covid or any other pandemic or any natural calamity.
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

The Board recommends the Resolution for appointment of Mr. Joby George as a MD, as mentioned in the Notice for your approval as a Special Resolution.

Except Mr. Joby George, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4 in the Notice.

ITEM NO. 5:

The Board of Directors appointed Mr. Tomin Joseph Thachankary (DIN: 10245283), as an Additional Director (Independent Director) with effect from 10th June, 2025 and chairman of the Company, with effect from 16th June, 2025 under Section 149, 150 and 152 of the Companies Act, 2013.

Mr. Tomin Joseph Thachankary (DIN: 10245283) is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Tomin Joseph Thachankary signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Tomin Joseph Thachankary. In the opinion of the Board, he fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Tomin J Thachankery is a 1987 batch IPS officer. He began his service in Alappuzha as an ASP and worked as SP in Kozhikode Rural, Idukki, Ernakulam Rural, Kannur, and Palakkad. He was SP in Kottayam Crime Branch, Special Cell of Crime Branch, Telecommunications, and Railways. He also worked as a DIG in the Ernakulam Crime Branch and Technical Services. He also worked as IG in the State Crime Records Bureau, Police Headquarters, and Kannur Range. He was ADGP at Police Headquarters, the State Crime Records Bureau, the Armed Police Battalion, the Coastal Police, and the Crime Branch. He has also worked as Fire and Rescue Services chief.

The Sitting fees payable to Mr. Tomin Joseph Thachankary shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the entity which had occurred with his knowledge, attributable through

processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure A of this Notice.

Except Mr. Tomin Joseph Thachankary, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Tomin Joseph Thachankary as an Independent Director in the interest of the Company and recommends the Ordinary resolution as set out in Item No. 5 in the Notice for approval of Members.

ITEM NO. 6:

Mr. Thonnangamath Babu Sandeep (DIN: 08242822) has been appointed by the Board as an Additional Director (Promoter- Non-Executive) w.e.f. 16th June, 2025 to hold the office till the Annual General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting. Mr. Thonnangamath Babu Sandeep satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. He is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The appointee shall devote his time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Mr. Thonnangamath Babu Sandeep is a distinguished professional with over two decades of extensive experience in the financial industry. He began his illustrious career with one of India's leading non-banking financial companies and since then, he has held significant roles in some of the country's top NBFCs, contributing to various strategic departments. Sandeep's career is marked by a robust skill set in critical areas. He excels in building and nurturing a network of agents, ensuring they are well-equipped and motivated to achieve their targets and contribute to the company's growth. His adeptness at formulating long-term strategic plans that align with the company's vision has been crucial in navigating market challenges and capitalizing on emerging opportunities. Remuneration shall be paid applicable sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, (the Act), Applicable rules Read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Thonnangamath Babu Sandeep (DIN: 08242822) requires approval of the Members.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from Mr. Thonnangamath Babu Sandeep (DIN: 08242822), proposing his candidature for appointment. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The details required under the provisions of Secretarial Standard-2 on General Meetings are provided as Annexure A of this Notice.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 6 of the Notice above by way of ordinary resolution.

Except Mr. Thonnangamath Babu Sandeep none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

ITEM NO. 7:

Mr. Abidh Abubakkar (DIN: 08569590) has been appointed by the Board as an Additional Director (Promoter- Non-Executive) w.e.f. 16th June, 2025 to hold the office till the Annual General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting. Mr. Abidh Abubakkar (DIN: 08569590) satisfies all the applicable conditions of the Act & he is not disqualified from being appointed as director in terms of Section 164 of the Act. He is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The appointee shall devote his time and attention to the business activities of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Abidh Abubakkar is a seasoned professional with over 17 years of rich and diverse experience in the financial services sector. Abidh holds a Master of Business Administration (MBA) degree with a dual specialization in Finance and Marketing. He served key roles with MNCs like MetLife India Insurance, ING Vysya Life Insurance & Exide Life Insurance company. With a robust skill set and a proven track record, he has excelled in various key areas including Business Development, Strategic Planning, Marketing, Agency Development, Financial Planning, Product Development, and Team Management. Abidh brings a wealth of expertise in Business Development, where he has demonstrated a keen understanding of market dynamics and client needs.

Remuneration shall be paid applicable sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, (the Act), Applicable rules Read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Abidh Abubakkar (DIN: 08569590) requires approval of the Members.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from Mr. Abidh Abubakkar (DIN: 08569590), proposing his candidature for appointment. Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The details required under the provisions of Secretarial Standard-2 on General Meetings are provided as Annexure A of this Notice.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 7 of the Notice above by way of ordinary resolution.

Except Mr. Abidh Abubakkar none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Item No. 8

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investment, providing loans or give guarantee or provide security in connection with loans to companies (including subsidiary /overseas subsidiaries) for an amount not exceeding One Hundred Crore rupees. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/ internal accruals and/ or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives. The Board accordingly recommends to pass a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Annual General Meeting Notice for approval by the members.

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).

Item No. 9

The Chairman informed the Board that as per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings requirement in future and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies

Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 9 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company.

Approval of the members is being sought to borrow the money up to Rs. 1000 Crore (One Thousand) Crore Only in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business.

The Board of Directors of the Company in its Meeting held on 4th September ,2025 has approved the above proposal and recommends the passing of the proposed Special Resolution under Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of this Notice.

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).

Item No. 10

Pursuant to the provisions of Section 180(1)(a) 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 sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders for approving the limits under the said Section.

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 4th September, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate limit of Rs.1000 Crore(Rupees One Thousand) Crore Only under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of limits under Section 180(1)(c) of the Companies act, 2013.

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.10 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. 11

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and other applicable regulations requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Board of Directors and, if required, prior approval of the shareholders by way of a Ordinary Resolution must be obtained for material transactions. A transaction with a related party shall be considered material if the transaction / transactions in a contract to be entered into individually or taken together with previous transaction during the financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time are in the ordinary course of the business and on an arm's length basis.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time in the ordinary course of the business and on an arm's length basis and all factors relevant to the respective transaction have been considered by the Board.

As per the provisions approval of the shareholders is required to be accorded for related party transactions accordingly the Directors recommend the matter and the resolution set out under Item no. 11 for the approval of the members by way of Ordinary resolution.

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).

Item No. 12

The companies Act, 2013 aims to ensure transparency in the transaction and dealing with related parties of the company the provision section 188(1)(f) of the companies Act, 2013 that governs the related Party's appointment to any office or place of profit in the company.

According to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 exempts any transactions entered into by the Company in its ordinary course of business and done at arm's length price, for the same prior approval of the shareholders is and be hereby accorded by way of Ordinary resolution i.e. for payment of remuneration to key managerial Personal (KMP)

and / or Director appointed or proposed to be appointed not exceeding Rs. 500 Crore (Rupees Five Hundred Crore).

As per the provisions approval of the shareholders is required to be accorded for related party transactions accordingly the Directors recommend the matter and the resolution set out under Item no. 12 for the approval of the members by way of Ordinary resolution. 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, position of KMP appointed or proposed to be appointed and shareholding if any in the Company.

ITEM NO. 13 & 14:

Details of Related Party Transaction proposed to be passed:

Sr. No.	Particulars	Details	
1.	Name of the Related Party with whom transactions may be undertaken and Nature of Relationship	M/s. Realearth Ecofarms India Private Limited (Shareholder of Centreal Biofuels Limited)	M/s. Real One Multitrade India Private Limited (Shareholder of Centreal Biofuels Limited)
2.	Nature of Transaction, Type, material terms and particulars of the proposed transaction	Sale/ Purchase/supply of Goods, Materials and Assets, Loans and Interest received/given, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services;-between the Company and M/s. Realearth Ecofarms India Private Limited	Sale/ Purchase/supply of Goods, Materials and Assets, Loans and Interest received/given, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services between the Company and M/s. Real One Multitrade India Private Limited
3.	Tenure of the proposed transactions	Omnibus approval for the tenure as mutually decided by the parties	Omnibus approval for the tenure as mutually decided by the parties
4.	Total Amount of Transaction proposed	Not More than Rs.500 Crore	
5.	Justification as to why the related party transaction is in the interest of the Company/the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The proposed related party transactions between the Company and M/s. Realearth Ecofarms India Private Limited are carried on arm length basis and after considering the market quotes and	The proposed related party transactions between the Company and M/s. Real One Multitrade India Private Limited are carried on arm length basis and after considering the market quotes and other competitive prices.

		other competitive prices.	
6.	Name of Director or KMP who is related	NA	NA
7.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes	Yes

As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, and other applicable regulations requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Board of Directors and, if required, prior approval of the shareholders by way of a Ordinary Resolution must be obtained for material transactions. A transaction with a related party shall be considered material if the transaction / transactions in a contract to be entered into individually or taken together with previous transaction during the financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time are in the ordinary course of the business and on an arm's length basis.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013. The material terms of the respective Contract or arrangements entered into or to be entered into from time to time in the ordinary course of the business and on an arm's length basis and all factors relevant to the respective transaction have been considered by the Board.

The proposed related party transactions are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale; reduce operational costs and strengthen sustainability.

Apart from M/s. Realearth Ecofarms India Private Limited and M/s. Real One Multitrade India Private Limited, no other Promoter/Shareholder, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested, financially or otherwise, in the said resolution.

All entities falling under definition of related party of the Company shall abstain from voting irrespective of whether the individual/entity is party to the particular transaction or not. As per the provisions approval of the shareholders is required to be accorded for related party transactions accordingly the Directors recommend the matter and the resolution set out under Item no. 13 & 14 for the approval of the members by way of Ordinary resolution.

ITEM NO: 15

The Members are aware that the Company is required, in the ordinary course of its business, to borrow money from shareholders, Directors and their relatives of the Company, or any other body corporates (hereinafter referred to as the "Lenders") for the business purposes of the Company and is required to enter into loan agreements, ("Loan Agreements"). The terms and conditions of the Loan Agreements may require, inter alia, to include an option to convert the outstanding loans or financial assistances into the Shares of the Company. Company at the option of lender is of the view to convert loan to shares for the amount deposited in tranches or in one go at par or at premium whichever is feasible.

Pursuant to provisions of Section 62(3) and other applicable provisions, if any of the Companies Act, 2013 and Rules framed thereunder, the Company is required to obtain approval of its members by way of a special resolution for raising any loans which, inter alia, contain an option to convert such loans into shares of the Company.

The proposed resolution is in the interest of the Company and your Directors recommend the proposed Special Resolution mentioned at Item No.15 of this Notice for shareholders' approval.

Except, Director, who is classified as Lender, None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

For, CENTREAL BIOFUELS LIMITED
(Formerly Known as Melker TTI Biofuels Limited)

ASWATHY ANAND
Company Secretary
Date: 04th September, 2025
Place: Kerala

Reg. Office:
Plot No.39, Pilerne Industrial Estate, Pilerne, Bardez,
North Goa, Goa, India, 403511

Corporate Office:
Supra Tower Door No 2196 3rd Floor, Seaport-Airport Rd Vallathol Junction,
Thrikkakara, Ernakulam, Ernakulam, Kerala, India, 682021

Annexure A

Name of Appointees	Mr. Joby George	Mr. Tomin Joseph Thachankary	Mr. Thonnangamath Babu Sandeep	Mr. Abidh Abubakkar
DIN	06429801	10245283	08242822	08569590
Designation	Managing Director	Independent Director	Non-Executive Director	Non-Executive Director
Date of Birth	21/05/1974	29/07/1963	17/03/1981	17/05/1983
Date of first appointment on Board	20 th May, 2025	10 th June, 2025	16 th June, 2025	16 th June, 2025
Qualification and experience in specific functional area				
Name(s) of the other Companies in which directorship held as on Date of AGM	1. CENTREAL BAZAAR INDIA LIMITED 2. SUPRA PACIFIC FINANCIAL SERVICES LIMITED	Nil	1. CENTREAL BAZAAR INDIA LIMITED 2. SUPRA PACIFIC FINANCIAL SERVICES LIMITED	1. CENTREAL BAZAAR INDIA LIMITED 2. SUPRA PACIFIC FINANCIAL SERVICES LIMITED
Membership/ Chairmanship of the Committees in other companies as on date of AGM.	Membership in Audit, Stakeholders Relationship And Risk management Committee of Supra Pacific Financial Services Limited	Nil	Nil	Nil
Listed Entities from which resigned as Director in past 3 years	Nil	Nil	Nil	Nil
Skills and capabilities required for the role and manner in which he/she meets such requirements	possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company			
Shareholding of Director	NIL			

Relationships between Directors inter-se	Mr. Joby George, Mr. Thonnangamath Babu Sandeep and Mr. Abidh Abubakkar are also the Directors in Centreal Bazaar India Limited And Supra Pacific Financial Services Limited			
The number of meetings of the Board attended during the year (2024-25)	NA	NA	NA	NA
Key terms and conditions of appointment	As per resolution in this Notice read with the explanatory statement thereto			
Remuneration proposed to be paid	Rs. 60 Lakhs Per Annume	Sitting Fees prescribed under the Companies Act, 2013	Maxime up to the ceiling limit prescribed under the Companies Act, 2013	Maxime up to the ceiling limit prescribed under the Companies Act, 2013
Last drawn Remuneration	NA	NA	NA	NA
Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per Explanatory Statement to the resolution set out in the Notice of AGM			

