



KALYANI CAST TECH LIMITED

(Formerly Known As; "Kalyani Cast Tech Private Limited")

Date: 24.12.2025

BSE Limited
P J Towers
Dalal Street, fort
Mumbai – 400 001

COMPANY CODE NO.: 544023

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice seeking approval of the Members of the Company for the following matters:

1. **Appointment of Mr. Satish Kumar (DIN: 11391853)** as an Independent Director of the Company for a term of five years with effect from November 26, 2025 (Special Resolution); and
2. **Alteration of the Object Clause** of the Memorandum of Association of the Company (Special Resolution).

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India, this notice of the postal ballot is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on **Friday, December 19 2025** ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its members.

Voting start date and time	Friday, December 26, 2025 at 09:00 A.M. (IST)
Voting end date and time	Saturday, January 24, 2026 at 05:00 P.M. (IST)

The Postal Ballot Notice is also being made available on the website of the Company at www.kalyanicasttech.com and on the website of NSDL at www.evoting.nsdl.com

This is the information and records

Yours faithfully,
For Kalyani Cast Tech Limited

Jayashree Kumar
Digitally signed by
Jayashree Kumar
Date: 2025.12.24
14:00:42 +05'30'
Jayashree Kumar
(Whole Time Director)

Reg. Office: B-144, 2nd Floor, DDA Shed, Okhla Industrial Area, Phase-1, Delhi-110020

Factory: Village Mamria Thethar, Distt. Rewari (Hr.)

Tel: 011-26444400, **Mobile:** 09650891119, **E-mail:** info@kalyanicasttech.com,

Kalyanicasttech@gmail.com **CIN:** L26990DL2012PLC242760



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Information at glance:

Details of the Resolutions	1. Appointment of Mr. Satish Kumar (DIN: 11391853) as an Independent Director of the Company for a term of five years with effect from November 26, 2025 (Special Resolution); and 2. Alteration of the Object Clause of the Memorandum of Association of the Company (Special Resolution).
Type of Resolutions	Special Business, Special Resolution
Cut-off date for determining eligibility for Voting	Friday, December 19 2025 ("Cut-off date")
Voting start date and time	Friday, December 26, 2025 at 09:00 A.M. (IST)
Voting end date and time	Saturday, January 24, 2026 at 05:00 P.M. (IST)

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), read with General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, read with General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued in this regard issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to other applicable laws and regulations, the special resolutions appended below is proposed for approval of the Members of **Kalyani Cast Tech Limited** ("Company" or "Kalyani") through Postal Ballot by remote e-voting process ("Remote E-voting").

An explanatory statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the special resolutions setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration.

The Board of Directors ("Board") vide resolution passed on **December 23, 2025**, appointed **Mr. Ankur Singh (Membership No: A60761)** Proprietor M/s. Ankur Singh & Associates, Practising Company Secretaries, Delhi, as the Scrutinizer to conduct the Postal Ballot through Remote E-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Members can vote only through Remote E-voting. Hence, physical copy of this postal ballot notice ("Postal Ballot Notice" or "Notice") along with postal ballot forms and pre-paid business envelope is not being sent to the Members.

Accordingly, the Company is pleased to offer Remote E-voting facility to the Members to cast their votes electronically and instructions regarding the same are provided in serial no 12 under the Notes in this Postal Ballot Notice. The Members may note that the Remote E-voting commences on **Friday, December 26, 2025 at 09:00 A.M. (IST)** and ends on **Saturday, January 24, 2026 at 05:00 P.M. (IST)**. The Members are therefore requested to cast their vote not later than 5:00 p.m. IST on **Saturday, January 24, 2026** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot

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Notice. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the E-voting. The results shall be declared at the registered office of the Company on or before **Tuesday, January 27, 2026** and communicated to BSE Limited ("BSE"), ("Stock Exchange"), National Securities Depository Limited ("NSDL") ("Depository"), and will also be displayed on the website of the Company at www.kalyanicasttech.com and NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESS

ITEM: 01 Appointment of Mr. Satish Kumar (DIN: 11391853) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("Board"), **Mr. Satish Kumar (DIN: 11391853)** who is appointed as an Additional Non-executive Independent Director of the Company by the Board with effect from **November 26, 2025** in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from **November 26, 2025 to November 25, 2030** (both days inclusive), not liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board from time to time within the overall limits of remuneration under the Act.

ITEM 2: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association ("the MOA") of the Company by adding following point no. 8,9,10 and 11 in the main objective of the Company:-

8. To engage in the business of designing, testing, manufacturing, importing, and purchasing all types of railway rolling stock, including but not limited to wagons, freight cars, passenger coaches, locomotives, and their components. This includes the establishment of manufacturing facilities, procurement of advanced technologies, and collaboration with global and domestic entities to meet the growing demands of the railway and transportation sectors. The Company shall also focus on ensuring the quality, durability, and safety standards of all rolling stock manufactured or procured.

9. To undertake the business of providing comprehensive maintenance services for railway rolling stock and their components, including intensive maintenance, routine overhauling (ROH), and periodical overhauling (POH). This includes the establishment and operation of state-of-the-art maintenance facilities equipped with modern tools and technologies to ensure the efficient and reliable performance of railway equipment. The

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Company shall also offer services related to predictive and preventive maintenance, refurbishment, and lifecycle extension of rolling stock and components.

10. To carry on the business of designing, constructing, operating, and maintaining private freight rail terminals Gati Shakti Cargo Terminals, Logistics parks inland container depots (ICDs), and related infrastructure. This includes providing end-to-end logistics solutions for freight handling, storage, and transportation custom clearances. The Company shall engage in the development of modern freight terminals equipped with advanced handling systems and technology to optimize operations and improve connectivity.

11. To engage in the operation, management, and maintenance of container train services for the efficient and reliable transportation of goods. This includes the procurement, leasing, or manufacturing of container rakes, ensuring their seamless operation across designated railway corridors. The Company shall also focus on providing end-to-end containerized logistics solutions, optimizing supply chains, and promoting the use of container trains as an eco-friendly and cost-effective mode of transportation for domestic.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution”

By order of the Board
Kalyani Cast Tech Limited

Pankaj Kumar
(Company Secretary)
Date: 24-12-2025
Place: New Delhi

Registered Office:
B-144 Second Floor, DDA Shed Phase-1,
Okhla Industrial Area Phase-I, South Delhi,
New Delhi, Delhi, India, 110020

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NOTES:

1. Explanatory statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposal set out under the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, December 19, 2025** ("Cut-off Date") and whose e-mail addresses are registered with the Company/Depositories.
3. Members may note that the Postal Ballot Notice will also be available on the website of the Company at www.kalyanicasttech.com, websites of the Stock Exchange i.e. BSE at www.bseindia.com.
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the E-voting service facility arranged by NSDL. Members can vote only through Remote E-voting and are requested to read the instructions on the same in serial no. 12 under the Notes to this Postal Ballot Notice. Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, December 19, 2025** i.e. Cut-off Date, will be considered for the purpose of E-voting.
5. The voting rights for equity shares is one vote per equity share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on **Friday, December 19, 2025** i.e. Cut-off Date. A person who is not a Member on the Cut-off Date should treat this Notice for information purpose only.
6. Members are requested to cast their vote through the Remote E-voting process not later than **Saturday, January 24, 2026 at 05:00 P.M. (IST)** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
7. Non-individual Members (i.e., Institutional/Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Company and the Scrutinizer at pcsankursingh@gmail.com with a copy marked to cs@kalyanicasttech.com
8. The Scrutinizer will submit the report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot through the Remote E-voting process will be announced by the Chairman or any person authorised by him, on or before **Tuesday, January 27, 2026**, and will also be displayed on the website of the Company at www.kalyanicasttech.com, besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.
9. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for Remote E-voting, i.e. **Saturday, January 24, 2026 at 05:00 P.M. (IST)**, and as if they have been passed at a general meeting of the Members.
10. Relevant documents referred to in the Postal Ballot Notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received at cs@kalyanicasttech.com mentioning their name, Folio No./DP ID and Client ID, until the last date for receipt of votes through Remote E-voting.
11. Members whose E-mail ID is not registered and who wish to receive this Notice and all other communications by the Company, from time to time, are requested to update their e-mail addresses with the depository/RTA.

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12. INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsankarsingh@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /

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Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre NSDL Official at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@kalyanicasttech.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@kalyanicasttech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, **Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

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KALYANI CAST TECH LIMITED

(Formerly Known As; "Kalyani Cast Tech Private Limited")

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF COMPANIES ACT, 2013 ("ACT")

ITEM-1

The Board of Directors of the Company at its meeting held on November 26, 2025, pursuant to the recommendation of the Nomination & Remuneration Committee, appointed **Mr. Satish Kumar (11391853)** as an Additional Director of the Company up to the ensuing Annual General Meeting pursuant to Section 161 (1) of the Companies Act, 2013, and other applicable provisions of the said Act and rules thereunder, read with the Articles of Association of the Company, subject to the approval of the shareholders of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013 ("Act"), the "Additional Director" shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the provisions of Section(s) 149, 150, 152 and 160 of the Act, Articles of Association of the Company, the Board of Directors, its meeting held on Wednesday, November 26, 2025, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Satish Kumar (DIN:11391853) as an Additional Director of the Company under the category Non-Executive Independent Director, with effect from November 26, 2025, subject to approval of the shareholders for a term of 5 (five) consecutive years and not liable to retire by rotation.

Mr. Satish Kumar (DIN:11391853) has been appointed as a member of the Audit Committee, Nomination & Remuneration Committee and Chairmanship of Stakeholder relationship Committee effective November 26, 2025. He holds a Bachelor's degrees in Law.

The Company has received all the statutory declarations/disclosures from Mr. Satish Kumar including the following:

1. Consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.
2. Confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and Regulation 16(1)(b) of the Listing Regulations.
3. Confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.
4. Confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and
5. Declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority pursuant to circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to

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enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

6. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as per Regulation 25(8) of the Listing Regulations.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Naresh Kumar for the office of Director of the Company.

For appointment of Mr. Satish Kumar on the Board, Audit Committee, Nomination & Remuneration Committee and Chairmanship of Stakeholder relationship Committee took into consideration his varied experience and expertise in strategic advisory, policy advisory and governance.

He shall be paid remuneration by way of sitting fee for attending meetings of the Board and Committees thereof or be decided by the Board along with reimbursement of expenses for participating in the Board and other meetings and other form of compensation as may be approved by the Board from time to time based on the recommendation of the Nomination and Remuneration Committee within the overall limits of the remuneration to Non-Executive Directors as per provisions of the Act and as approved by the shareholders and in line with the Nomination & Remuneration Policy of the Company.

The Board confirms that Mr. Satish Kumar is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of law, governance and strategic management.

He has no pecuniary relationship /business ties with Company/ Group Companies/Promoters/Promoter Group and he does not hold directorships in competing businesses. In the opinion of the Board, Mr. Satish Kumar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is eligible for his appointment.

A brief profile of Mr. Satish Kumar including nature of his expertise and qualification, is provided as an additional information required to be furnished pursuant to Regulation 36(3) of the Listing Regulations, and Secretarial Standard-2 on General Meetings, forms part of this Notice as Annexure 1.

Mr. Satish Kumar being an appointee is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board considered the appointment of Mr. Satish Kumar as a Non-Executive Independent Director, not liable to retire by rotation in the interest of the Company and recommends the Special Resolution for approval of Shareholders.

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Annexure-1

The details of Director seeking Appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2"), are annexed and forms part of this notice and is as follows:

Name of the Director	Satish Kumar
Designation	Mr. Satish Kumar
Director Identification Number	11391853
Date of first appointment	26.11.2025
Qualification	Law Graduate (LL.B)
Experience	15 years
Nature of expertise in specific functional areas	Mr. Satish Kumar is a qualified LL.B. professional with extensive exposure to corporate, commercial, and regulatory matters. His legal expertise is highly relevant and valuable to the Company, which operates in a sector governed by complex regulatory, contractual, and compliance frameworks including those related to railway manufacturing standards, safety regulations, tenders, supply contracts, industrial laws, and corporate governance requirements.
Terms & Conditions	Appointment as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from November 26, 2025 to November 25, 2030 (both days inclusive), not liable to retire by rotation.
Relationship with other Directors and Key Managerial Personnel	None
Directorships in other companies	None
Name of the entity in which the Director holds committee memberships and chairpersonship as on the date of this Postal Ballot Notice (excludes foreign companies)	None
Listed entities from which the Director has resigned in the past 3 (three) years	None
Shareholding in the Company as on the date of Postal Ballot Notice	None
No. of Board Meetings attended during the year	NA
Details of remuneration last drawn (in ₹)	None
Details of remuneration proposed	In terms of the Company's NRE Policy, Mr. Satish Kumar will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and

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	such commission as may be approved by the Board from time to time based on recommendation of the NRC, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Members. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.
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ITEM: 2 Alteration of the Object Clause of the Company

The Members of the Company are informed that, in order to align the business activities of the Company with its long-term strategic vision of diversification, growth, and expansion, the Board of Directors, has approved the proposal to alter the **Main Object Clause** of the Memorandum of Association ("MOA") of the Company, subject to the approval of the Members by way of a **Special Resolution** through Postal Ballot. The proposed alteration is necessitated due to the evolving business environment, emerging opportunities in the rail transportation and logistics sector.

A brief justification for each proposed object is provided below:

- 1. Manufacturing and Procurement of Railway Rolling Stock (Clause 8)**
The Indian rail transportation sector is undergoing significant modernization, creating opportunities in designing, manufacturing, importing, and procuring rolling stock, wagons, coaches, locomotives, and related components. Incorporation of this object will enable the Company to expand its capabilities and participate in future tenders and business prospects in this domain.
- 2. Maintenance, Overhauling, and Lifecycle Management of Rolling Stock (Clause 9)**
The demand for professional maintenance and overhaul services is increasing due to the growing fleet of railway assets. Inclusion of this object will allow the Company to establish maintenance facilities, undertake ROH/POH work, and provide predictive, preventive, and refurbishment services, thereby creating a sustainable revenue stream.
- 3. Development and Operation of Private Freight Terminals, Gati Shakti Cargo Terminals, Logistics Parks, and ICDs (Clause 10)**
With the rapid development of multimodal logistics hubs and freight corridors, the Company intends to expand into designing, constructing, and operating logistics infrastructure. The proposed object will empower the Company to provide integrated logistics solutions, including freight handling, storage, transportation, and related services.
- 4. Operation and Management of Container Train Services (Clause 11)**
Containerized logistics is gaining momentum as a cost-effective and eco-friendly mode of transportation. This object will allow the Company to operate, manage, and maintain container train services, procure or lease container rakes, and provide end-to-end logistics solutions across designated railway corridors.

The proposed amendments are in the best interest of the Company and will facilitate future growth, diversification, and enhancement of business capabilities. Pursuant to Section 13 of the Companies Act, 2013, alteration of the MOA requires the approval of the shareholders by way of a **special resolution** through Postal Ballot.

None of the Directors, Key Managerial Personnel ("KMP"), or their relatives are concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution for approval of the members by way of Special Resolution.

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By order of the Board
Kalyani Cast Tech Limited

Pankaj Kumar
(Company Secretary)
Date: 24-12-2025
Place: New Delhi

Registered Office:
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Okhla Industrial Area Phase-I, South Delhi,
New Delhi, Delhi, India, 110020

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