

**EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF MARTIN BURN LIMITED (“THE COMPANY”) HELD ON THURSDAY, 26<sup>TH</sup> JUNE, 2025 AT 2:30 P.M. AT THE MARTIN BURN HOUSE, 1 R.N MUKHERJEE ROAD, KOLKATA - 700001.**

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**CESSATION OF MR. DEVESH HANSRAJ PODDAR AND APPOINTMENT OF MR. SURENDRA KUMAR GUPTA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

**Cessation of MR. Devesh Hansraj Poddar**

The Board was informed that Mr. Devesh Hansraj Poddar (DIN 08664698) was appointed on the Board of Directors of the Company as a Non-Executive independent director w.e.f. 1<sup>st</sup> July 2020 for a term of five consecutive years. Therefore, his term is liable to expire w.e.f. 1<sup>st</sup> July 2025. The Board thanked him for the valuable contribution made by him in the Company during his tenure of directorship and passed the following resolution:

“RESOLVED THAT the board noted that tenure of directorship of Mr. Devesh Hansraj Poddar as non-executive independent director is expiring on 01-07-2025 after acknowledging the contribution of Mr. Devesh Hansraj Poddar and and wishing him best of luck for their all the future endeavour.”

**Appointment of Mr. Surendra Kumar Gupta**

The chairman of Nomination Remuneration Committee informed the Board that on its meeting held earlier in the day, it has considered the appointment of Mr. Surendra Kumar Gupta as a non-executive independent director of the Company for a term of five consecutive years w.e.f. 27<sup>th</sup> June 2025, subject to approval of Board and members of the Company.

The Board discussed the matter and passed the following resolution: -

“RESOLVED THAT pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder (including any modification (s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (SEBI LODR) and as recommended by the Nomination and Remuneration Committee of the Company, Mr. Surendra Kumar Gupta (DIN:00570931) who has submitted a declaration to the effect that he meets the criteria of Independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and subject to the approval of the Shareholders pursuant to Regulation 17(1C) of the SEBI LODR, be and is hereby appointed as an Independent Director (Additional Director) of the Company for a term of five consecutive years with effect from 27<sup>th</sup> June, 2025, whose office shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary and Compliance Officer, be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

**Certified to be true**

**For Martin Burn Limited**

**(Kadar Nath Fatehpuria)**  
**Chairman and Managing Director**  
**DIN: 00711971**