



MONOMARK ENGINEERING

NOTICE OF 20TH ANNUAL GENERAL MEETING

Dear Members,

Shorter Notice is hereby given that the 20th Annual General Meeting of the members of **Monomark Engineering (India) Limited (Formerly known as Monomark Engineering (India) Private Limited)** will be held on **Friday, 07th November, 2025 at 11:30 A.M.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and concurrently at the Registered Office of the Company at 165-167, New RIICO Ind. Area, Chanderiya, Chittorgarh, Rajasthan- 312001 to transact the following business: -

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025

- a) To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2025, including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date, together with the reports of the Board of Directors and Auditors thereon.

Thereafter, if thought fit to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Standalone Financial Statements for the financial year ended 31st March, 2025, including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date of Standalone Financial Statements for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

- b) To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2025, including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date, together with the reports of the Board of Directors and Auditors thereon.

Thereafter, if thought fit to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Consolidated Financial Statements for the financial year ended 31st March, 2025, including Balance Sheet as at 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date of Consolidated Financial Statements for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.”

ITEM NO.2: RE-APPOINTMENT OF MR. NARENDRA CHORDIA (DIN: 00784374), LIABLE TO RETIRE BY ROTATION

To consider and approve the re-appointment of Mr. Narendra Chordia (DIN: 00784374), liable to retire by rotation in terms of Section 152 of the Companies Act, 2013, and, being eligible, offers himself for re-

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appointment and if thought fit to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Narendra Chordia (DIN: 00784374), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

ITEM NO.3: APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION

To consider and approve the appointment of M/s Keyur Shah & Associates, Chartered Accountants (FRN: 333288W) as statutory auditor of the Company for the term of 5 years to hold the office from the conclusion of upcoming AGM to the conclusion of 25th AGM to be held in the year 2030; and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Companies (Audit & Auditor) Rules, 2014, M/s Keyur Shah & Associates, Chartered Accountants (FRN: 333288W) as Statutory Auditors of the Company for the term of 5 years to hold the office from the conclusion of this AGM to the conclusion of 25th AGM to be held in the year 2030, at such remuneration as may be mutually agreed between the Directors of the Company and the Auditors."

SPECIAL BUSINESS:

ITEM NO.4: CHANGE IN DESIGNATION OF MR. NARENDRA CHORDIA (DIN: 00784374) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

To consider and approve the change in designation of Mr. Narendra Chordia (DIN: 00784374) as Chairman and Managing Director of the company for the period of 3 years w.e.f. 07th November 2025 till 06th November 2028; and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the section 196, 197 and 203 and other applicable Sections and Provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other applicable rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule V of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to change in designation of Mr. Narendra Chordia (DIN: 00784374) as "Chairman and Managing Director" of the Company, who shall be liable to retire by rotation for a period of 3 years w.e.f. 07th November 2025 till 06th November 2028 on the following terms and conditions:

- a) Remuneration: Rs. 1,20,00,000/- per annum (i.e. Rs. 10,00,000/- per month)

Perquisites:

- b) The Chairman and Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Chairman and Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Chairman and Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

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- f) The Chairman and Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other prerequisites applicable as per Companies Act 2013

RESOLVED FURTHER THAT the above prerequisites will be in accordance with the schemes, policies, and the rules of the Company as applicable from time to time unless the Board decides to vary to the same specifically.

RESOLVED FURTHER THAT the aggregate of salary, allowances and prerequisites in any financial year shall not exceed the limits prescribed under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act or any modification(s) or re-enactment(s) thereof, for the time being in force except in compliance of provision as provided in the Act.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial year during the term, as Chairman and Managing Director, the above remuneration (inclusive of allowances, prerequisites and commission, if any) by way of minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of part II of Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said remuneration including salary, allowances and prerequisites in such a manner and in accordance with and subject to the provisions of the Companies Act, 2013 read with Schedule V or any amendment or any as may be agreed between the Board of Directors and Mr. Narendra Chordia.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take necessary steps to give effect to the foregoing resolution and to issue and authenticate a certified true copy of this resolution wherever required and to sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the any of the regulatory authorities including but not limited to the concerned Registrar of Companies."

ITEM NO.5: CHANGE IN DESIGNATION OF MRS. MEENA CHORDIA (DIN: 00784391) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

To consider and approve the change in designation of Mrs. Meena Chordia (DIN: 00784391) as Whole Time Director of the company for the period of 3 years w.e.f. 07th November 2025 till 06th November 2028; and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to change in designation of Mrs. Meena Chordia (DIN: 00784391) as "Whole Time Director" of the Company, who shall be liable to retire by rotation for a period of 3 years w.e.f. 07th November 2025 till 06th November 2028 on the following terms and conditions:

- a) Remuneration: Rs. 66,00,000/- per annum (i.e. Rs. 5,50,000/- per month)

Prerequisites:

- b) The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.

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- c) Leave encashment as per rules of the company.
- d) The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other prerequisites applicable as per Companies Act 2013

RESOLVED FURTHER THAT the above prerequisites will be in accordance with the schemes, policies, and the rules of the Company as applicable from time to time unless the Board decides to vary to the same specifically.

RESOLVED FURTHER THAT the aggregate of salary, allowances and prerequisites in any financial year shall not exceed the limits prescribed under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act or any modification(s) or re-enactment(s) thereof, for the time being in force except in compliance of provision as provided in the Act.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial year during the term, as Whole Time Director, the above remuneration (inclusive of allowances, prerequisites and commission, if any) by way of minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of part II of Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said remuneration including salary, allowances and prerequisites in such a manner and in accordance with and subject to the provisions of the Companies Act, 2013 read with Schedule V or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any, as may be required, and as may be agreed between the Board of Directors and Mrs. Meena Chordia.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take necessary steps to give effect to the foregoing resolution and to issue and authenticate a certified true copy of this resolution wherever required and to sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the any of the regulatory authorities including but not limited to the concerned Registrar of Companies."

ITEM NO.6: CHANGE IN DESIGNATION OF MR. NITESH CHORDIA (DIN: 06845412) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

To consider and approve the change in designation of Mr. Nitesh Chordia (DIN: 06845412) as Whole Time Director of the company for the period of 3 years w.e.f. 07th November 2025 till 06th November 2028; and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to change in designation of Mr. Nitesh Chordia (DIN: 06845412) as "Whole Time Director" of the Company, who shall be liable to retire by rotation for a period of 3 years w.e.f. 07th November 2025 till 06th November 2028 on the following terms and conditions:

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a) Remuneration: Rs. 66,00,000/- per annum (i.e. Rs. 5,50,000/- per month)

Perquisites:

- b) The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other perquisites applicable as per Companies Act 2013

RESOLVED FURTHER THAT the above perquisites will be in accordance with the schemes, policies, and the rules of the Company as applicable from time to time unless the Board decides to vary to the same specifically.

RESOLVED FURTHER THAT the aggregate of salary, allowances and perquisites in any financial year shall not exceed the limits prescribed under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act or any modification(s) or re-enactment(s) thereof, for the time being in force except in compliance of provision as provided in the Act.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial year during the term, as Whole Time Director, the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of part II of Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said remuneration including salary, allowances and perquisites in such a manner and in accordance with and subject to the provisions of the Companies Act, 2013 read with Schedule V or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any, as may be required, and as may be agreed between the Board of Directors and Mr. Nitesh Chordia.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take necessary steps to give effect to the foregoing resolution and to issue and authenticate a certified true copy of this resolution wherever required and to sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the any of the regulatory authorities including but not limited to the concerned Registrar of Companies."

ITEM NO.7: CHANGE IN DESIGNATION OF MR. GAURAV CHORDIA (DIN: 06845415) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

To consider and approve the change in designation of Mr. Gaurav Chordia (DIN: 06845415) as Whole Time Director of the company for the period of 3 years w.e.f. 07th November 2025 till 06th November 2028; and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

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"RESOLVED THAT pursuant to the section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to change in designation of Mr. Gaurav Chordia (DIN: 06845415) as "Whole Time Director" of the Company, who shall be liable to retire by rotation for a period of 3 years w.e.f. 07th November 2025 till 06th November 2028 on the following terms and conditions:

a) Remuneration: Rs. 48,00,000/- per annum (i.e. Rs. 4,00,000/- per month)

Perquisites:

- b) The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other perquisites applicable as per Companies Act 2013

RESOLVED FURTHER THAT the above perquisites will be in accordance with the schemes, policies, and the rules of the Company as applicable from time to time unless the Board decides to vary to the same specifically.

RESOLVED FURTHER THAT the aggregate of salary, allowances and perquisites in any financial year shall not exceed the limits prescribed under section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act or any modification(s) or re-enactment(s) thereof, for the time being in force except in compliance of provision as provided in the Act.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any Financial year during the term, as Whole Time Director, the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section IIA of part II of Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said remuneration including salary, allowances and perquisites in such a manner and in accordance with and subject to the provisions of the Companies Act, 2013 read with Schedule V or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any, as may be required, and as may be agreed between the Board of Directors and Mr. Gaurav Chordia.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take necessary steps to give effect to the foregoing resolution and to issue and authenticate a certified true copy of this resolution wherever required and to sign all / any e-forms, other forms, returns, documents as may be required to be filed whether physically or electronically with the any of the regulatory authorities including but not limited to the concerned Registrar of Companies."

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ITEM NO.8: APPOINTMENT OF MRS. KIRTI (DIN: 11340632) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mrs. Kirti (DIN: 11340632) as Non-Executive Non-Independent Director of the company and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 ("the Act") and any other applicable provisions, if any (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Mrs. Kirti (DIN: 11340632) as a Non- Executive Non-Independent Director w.e.f. 07th November 2025 who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and submit necessary e-forms in this regard to the Registrar of Companies and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to the aforesaid resolution."

ITEM NO.9: APPOINTMENT OF MR. DINESH KUMAR MANTRI (DIN: 02494973) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Dinesh Kumar Mantri (DIN: 02494973) as Non-Executive Independent Director of the company for the period of 5 years w.e.f. 07th November 2025 till 06th November 2030 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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of law, the appointment of Mr. Dinesh Kumar Mantri (DIN: 02494973), who has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, the consent of the members of the Company be and is hereby accorded to appoint him as a Non- Executive Independent Director of the Company for the period of Five (5) consecutive years w.e.f. 07th November 2025 till 06th November 2030, who shall not be liable to retire by rotation and shall be paid sitting fees as per Companies Act, 2013 and terms and conditions as decided by the Board.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

ITEM NO.10: APPOINTMENT OF MR. MADAN LAL KOTHARI (DIN: 07701974) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Madan Lal Kothari (DIN: 07701974) as Non-Executive Independent Director of the company for the period of 5 years w.e.f. 07th November 2025 till 06th November 2030 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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of law, the appointment of Mr. Madan Lal Kothari (DIN: 07701974),

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has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, the consent of the members of the Company be and is hereby accorded to appoint him as a Non- Executive Independent Director of the Company for the period of Five (5) consecutive years w.e.f. 07th November 2025 till 06th November 2030, who shall not be liable to retire by rotation and shall be paid sitting fees as per Companies Act, 2013 and terms and conditions as decided by the Board.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

ITEM NO.11: APPOINTMENT OF MR. PRASANNA KUMAR KHAMESRA (DIN: 11340709) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Prasanna Kumar Khamesra (DIN: 11340709) as Non-Executive Independent Director of the company for the period of 5 years w.e.f. 07th November 2025 till 06th November 2030 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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of law, the appointment of Mr. Prasanna Kumar Khamesra (DIN: 11340709), who has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, the consent of the members of the Company be and is hereby accorded to appoint him as a Non- Executive Independent Director of the Company for the period of Five (5) consecutive years w.e.f. 07th November 2025 till 06th November 2030, who shall not be liable to retire by rotation and shall be paid sitting fees as per Companies Act, 2013 and terms and conditions as decided by the Board.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

ITEM NO.12: APPOINTMENT OF MR. SANJAY PANJIYAR (DIN: 02846267) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Mr. Sanjay Panjiyar (DIN: 02846267) as Non-Executive Independent Director of the company for the period of 5 years w.e.f. 07th November 2025 till 06th November 2030 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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of law, the appointment of Mr. Sanjay Panjiyar (DIN: 02846267), who has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, the consent of the members of the Company be and is hereby accorded to appoint him as a Non- Executive Independent Director of the Company for the period of Five (5) consecutive years w.e.f. 07th November 2025 till 06th November 2030, who

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shall not be liable to retire by rotation and shall be paid sitting fees as per Companies Act, 2013 and terms and conditions as decided by the Board.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

ITEM NO.13: APPOINTMENT OF MS. YASHASVINI KUMAR (DIN: 07957338) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and approve the appointment of Ms. Yashasvini Kumar (DIN: 07957338) as Non-Executive Independent Director of the company for the period of 5 years w.e.f. 07th November 2025 till 06th November 2030 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 149, 150, 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable provisions of law, the appointment of Ms. Yashasvini Kumar (DIN: 07957338), who has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is eligible for appointment, the consent of the members of the Company be and is hereby accorded to appoint him as a Non- Executive Independent Director of the Company for the period of Five (5) consecutive years w.e.f. 07th November 2025 till 06th November 2030, who shall not be liable to retire by rotation and shall be paid sitting fees as per Companies Act, 2013 and terms and conditions as decided by the Board."

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

ITEM NO.14: APPROVAL OF BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

To consider and approve the borrowing limit under section 180(1)(c) of the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and the Articles of Association of the Company,), the members hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves and security premium, subject to such aggregate borrowings not exceeding the amount of Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves and security premium and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

Monomark Engineering (India) Limited

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CIN No: U29221RJ2005PLC031373

Website: www.monomark.com





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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to submit or file any Form with Registrar of Companies, Jaipur to give effect to this resolution."

ITEM NO.15: APPROVAL FOR CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES PURSUANT TO THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and approve the creation of charges on the movable and immovable properties pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the members hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required, to submit or file any Form with Registrar of Companies, Jaipur and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

ITEM NO.16: AUTHORIZATION FOR INITIAL PUBLIC OFFERING (IPO) OF SHARES

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

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Website: www.monomark.co.in





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"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Companies Act"), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable regulations and guidelines issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India ("GoI"), including the Department for Promotion of Industry and Internal Trade, the Registrar of Companies, Jaipur ("ROC"), Securities and Exchange Board of India ("SEBI"), the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Reserve Bank of India ("RBI") or Stock Exchanges and any other applicable laws, policies, rules and regulations, in India or outside India (collectively, the "Applicable Laws"), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognized stock exchanges of India where the Equity Shares are proposed to be listed ("Stock Exchanges"), and subject to any approvals from the GoI, the Registrar of Companies, Jaipur ("RoC"), SEBI, RBI and any other appropriate governmental, statutory and regulatory authorities of India ("Regulatory Authorities") and any third parties, and such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue and allot up to 2,70,00,000 Equity Shares, of face value of Rs. 10/- each pursuant to the fresh issue (the "Fresh Issue"/ "The Issue") or such other extent as may be permitted under the Applicable Laws at a price as may be determined by the company in consultation with the BRLM, while finalizing the basis of allotment and in terms of Chapter II of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations, out of the authorized capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, one or more of the members, Hindu undivided families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, trusts/societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important nonbanking financial companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLM /or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalized by the Board in consultation with the BRLM and that the Board in consultation with the BRLM may finalize all matters incidental thereto as it may in its absolute discretion think fit.

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RESOLVED FURTHER THAT the Consent of all the Pre-Issue Equity Shareholders is accorded for lock in of Pre-Issue Equity Shares as per the provision of SEBI (ICDR) Regulation, 2018 as amended from time to time, from the date of allotment of shares in the IPO, without being required to seek any further consent.

RESOLVED FURTHER THAT the Board and such other persons as may be authorized by the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation or to provide a discount to the Issue price to retail individual bidders ("Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and that, it is noted/ ratified/ approved that the Board has appointed M/s. Holani Consultants Pvt. Ltd., SEBI Registration Number INM000012467 as the Book Runner Lead Manager to manage the Public Issue solely or along with any other Co-BRLM(s).

RESOLVED FURTHER THAT the Equity Shares so allotted under the Issue shall be subject to the memorandum of association and the articles of association of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, or any committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalizing the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT All monies received out of the Issue shall be transferred to a separate Bank Account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;

- (i) details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- (ii) details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been

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invested; and

(iii) Our Company shall comply with the requirements of Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT the Board and or a duly constituted committee thereof, including the IPO committee, be and is hereby authorized to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any issue, allotment or transfer of Equity Shares pursuant to the Issue, including, without limitation, to the following:

- (i) constituting a committee for the purposes of issue, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Issue, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors the terms and conditions of the Issue relating to timing (including opening and closing dates of the Issue, etc.) and pricing (price band, issue price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- (ii) to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- (iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, allotment or transfer of Equity Shares;
- (iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) appointing the BRLM in accordance with the provisions of the Applicable Laws;
- (vi) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue;
- (vii) deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, the Issue Price, the price band (including issue price for anchor investors), the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued and transferred in the Issue, the Bid / Issue Opening and Bid/Issue Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws;
- (viii) approval of the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the prospectus (the "Prospectus"), the abridged prospectus ("Abridged Prospectus"), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Issue as finalized in consultation with the BRLM, in accordance with the Applicable Laws;
- (ix) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage, after consultation with the BRLM in accordance with the Applicable Laws;
- (x) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xi) appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsels, experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Issue and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;

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- (xii) finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the issue of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines ;
- (xiii) authorization of the maintenance of a register of holders of the Equity Shares;
- (xiv) finalization of the basis of allotment of the Equity Shares, in accordance with Applicable Laws;
- (xv) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
- (xvi) to issue advertisements in such newspapers as it may deem fit and proper in accordance with Regulation 43 of the SEBI ICDR Regulations and the other Applicable Laws;
- (xvii) to determine the price at which the Equity Shares are allocated, issued, transferred and/or allotted to investors in the IPO in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;
- (xviii) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the issue agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Issue, legal counsels, auditors, stock exchanges, BRLM and other agencies/intermediaries in connection with Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (xix) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue in accordance with the Applicable Laws;
- (xx) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;
- (xxi) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;
- (xxii) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Issue;
- (xxiii) to submit undertaking/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxiv) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;
- (xxv) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the afore stated documents;
- (xxvi) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable

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Laws; and

(xxvii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations, and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, any of the directors and Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any Directors of the Company and/ or Mr. Nisar Husain, Company Secretary and Compliance Officer of the Company is authorized to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

By the order of Board of Directors

For: MONOMARK ENGINEERING (INDIA) LIMITED

(Formerly known as: MONOMARK ENGINEERING (INDIA) PRIVATE LIMITED)

NISAR HUSAIN

Company Secretary & Compliance Officer

M. No.: A52961

Date: 01st November, 2025

Place: Chittorgarh (Raj.)



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MONOMARK ENGINEERING

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

1. The Notice of AGM is being issued on Shorter Notice which requires approval of shareholders for holding AGM on shorter notice under section 101 of the Companies Act 2013. Hence this is request to shareholders please give their consent to hold the AGM on Shorter Notice through email by mentioning "OK/Approved" or by providing the consent letter, draft of which is attached herewith, so that the company can hold AGM on shorter notice to approve the Agenda Items as mentioned in Notice of AGM.
2. In continuation to the Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025, after due examinations, it has been also been decided to allow companies to conduct their AGMs through VC or OAVM.
3. In accordance with the Secretarial Standard-2 on general meetings issued by the Institute of Company Secretaries of India ("ICSI") read with clarification/Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.
4. An explanatory Statement pursuant to Section 102(1) of the Companies Act 2013, in respect of the Special Businesses to be transacted at the AGM is attached herewith and form part of this notice.
5. Deemed Venue of the Meeting: 165-167, New RIICO IND. Area, Chanderiya, Chittorgarh, Rajasthan-312001.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at Email ID: cs.nisar@monomark.co.in and Mob No.: 8963826336 of the company. The same will be replied by the company suitably.
7. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. Since the meeting is being held through VC/OAVM wherein physical attendance of members is dispensed with. The facility for appointment of proxies will not be available for meeting, However, pursuant to sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting.
9. Members are Requested to Deliver their consent to convene the proposed AGM at shorter notice, as shorter notice mailed to all members.

GENERAL GUIDELINES FOR VC PARTICIPATION:

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Members may note that the AGM of the company will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, read with the MCA Circulars. The link to attend the meeting through VC will be provided by the Company on the registered email ids of the shareholders closer to the date of the Meeting.
- Shareholders can join the AGM 15 Minutes before the Meeting.



Monomark Engineering (India) Limited

(Formerly known as: Monomark Engineering (India) Private Limited)

HO & Regd. Office: 165-167, New RIICO Industrial
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CIN No: U29221RJ2005PLC021373

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Email: monomarkengg@gmail.com / enquiry@monomark.co.in

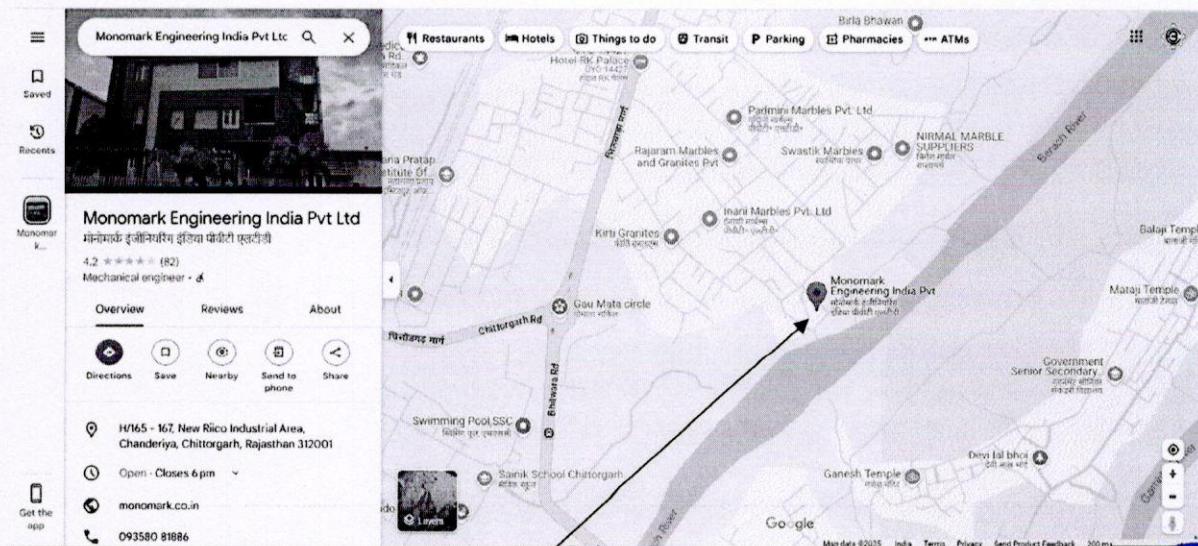


MONOMARK ENGINEERING

INSTRUCTIONS FOR MEMBERS FOR PHYSICALLY ATTENDING THE AGM ARE AS UNDER:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. PROXY FORM IS ATTACHED HEREWITH.
- The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 with regard to the above mentioned Special Business is enclosed.
- The Members are requested to intimate to the company about the changes in their address immediately.
- Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
- Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
- Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
- All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the company on all working days between 09:30 am to 06:00 pm up to the date of the general meeting and venue of the meeting for the duration of the meeting.
- The route map showing directions to reach the venue of the AGM is annexed.

Route Map to AGM Venue



MONOMARK ENGINEERING (INDIA) LIMITED

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4: CHANGE IN DESIGNATION OF MR. NARENDRA CHORDIA (DIN: 00784374) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

The Board of Directors, at their meeting held on 01st November, 2025 have proposed the change in designation of Mr. Narendra Chordia (DIN: 00784374) from Director to Chairman and Managing Director of the Company for a period of 3 years, w.e.f. 07th November 2025 till 06th November 2028.

The Board believes that Mr. Chordia's leadership, extensive experience and strategic direction have contributed significantly to the growth and success of the Company. In recognition of his contributions and the importance of his role in the continued development of the business, it has been proposed to change his designation and approve a revision in his remuneration.

The key highlights of the revised terms of appointment are as follows:

a) Remuneration: Rs. 1,20,00,000/- per annum (i.e. Rs. 10,00,000/- per month)

Perquisites:

- b) The Chairman and Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Chairman and Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Chairman and Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Chairman and Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other perquisites applicable as per Companies Act 2013

Statement under Section II, Part II of Schedule V of the Companies Act, 2013 is given below:

General Information:				
1.	Nature of industry	The Company is engaged in Operation & Maintenance, project & Fabrication services.		
2.	Date or expected date of commencement of commercial production	29/09/2005		
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		
4.	Financial performance based on given indicators	(Rs. In Lakhs)		
		Particulars	31st March, 2025	31st March, 2024
		Net Profit	936.94	846.97
		After Tax		676.54

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		Earnings per share	10.40	9.40	7.51
		Turnover	46551.38	38186.21	31539.59
		Net Worth	7275.11	6338.17	5491.20
5.	Foreign investments or collaborations, if any.	Not Applicable			
Information about the appointee:					
1.	Background details	Mr. Narendra Chordia is about 64 years of age and has been associated with the Company since incorporation and is currently designated as Director of the Company. As a visionary entrepreneur, he has built and sustained a continuously developing organization starting from scratch over a period of decade. He is extremely hard working and focused on his ideals, he holds a Master's degree in Commerce, he is an idealist and a firm believer that large profits can be made with honest and transparent dealings. He converted ideas into action by combining more and more people working towards common goal.			
2.	Past remuneration	Mr. Narendra Chordia has been serving the Company as Director at a Remuneration of Rs. 9 Lakhs per month.			
3.	Recognition or awards	Nil			
4.	Job profile and his suitability	Mr. Narendra Chordia has been shouldering onerous responsibilities and multitude of challenges in overseeing and managing growth. The Board of Directors is of the opinion that the Company has achieved significant growth during the tenure of his leadership as Director. He has made the name of the Company "MONOMARK" as a brand as well as a major player in the industry.			
5.	Remuneration proposed	The remuneration proposed is as per the details set out in Special Resolution at Item No.4 of the Notice.			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, profile with respect to the managerial position and the credentials of the Director.			
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any.	<p>The following disclosures are made with respect to the pecuniary relationship and family connections of Mr. Narendra Chordia, Director of the Company:</p> <ul style="list-style-type: none">• Remuneration: Mr. Narendra Chordia currently receives remuneration of Rs. 9 Lakhs per month.• Shareholding: Mr. Narendra Chordia holds 45.62% of the shares in the Company, thereby having a significant financial interest and influence in the operations and decision-making of the Company.• Family Relationship: Mr. Narendra Chordia is the father			

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		<p>of Mr. Nitesh Chordia and Mr. Gaurav Chordia, Directors of the Company and the spouse of Mrs. Meena Chordia, Director of the Company</p> <ul style="list-style-type: none"> • Pecuniary Relationship: Mr. Narendra Chordia is associated with the proprietary firm named Monomark Engineering Works, which is receiving rent payments from the Company for the lease of premises.
Other information:		
1.	Reasons of loss or inadequate profits	<p>The inadequate profit of the Company is the outcome of the following factor:</p> <ul style="list-style-type: none"> • Slower Recovery in Key Markets: The recovery in demand, especially in the engineering and manufacturing sectors, has been slower than anticipated. Certain markets have been more affected by post-pandemic challenges, leading to a reduction in the number of new projects and slower contract closures. • Increased Raw Material and Logistics Costs: The cost of raw materials, coupled with ongoing disruptions in the global supply chain, led to significant cost escalation. This has directly impacted the company's ability to maintain margins, despite increased sales efforts. • Delays in Project Execution: Several key projects faced delays due to factors such as unforeseen regulatory hurdles, labor shortages and logistical issues. These delays resulted in slower revenue recognition and higher operational costs, further affecting profitability. • Heightened Competitive Pressure: The company faced increased price sensitivity from clients, especially in highly competitive bids. This led to pricing pressures and reduced margins on several projects, impacting the overall profitability. • Higher Overheads from Expansion Activities: The company has been investing heavily in expanding its operational capacity and enhancing technological capabilities. These investments, while essential for future growth, have temporarily impacted profitability due to high capital expenditures and the time required to realize returns. • Macro-Economic Challenges: Economic uncertainties, including inflationary pressures, rising interest rates and fluctuating exchange rates, have added to operational costs, resulting in an adverse impact on profitability.

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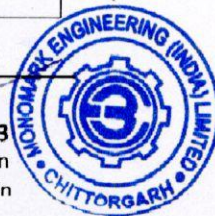
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2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> • Cost Optimization Initiatives: The company is actively reviewing its cost structure, focusing on reducing overheads and streamlining operations. This includes renegotiating supply contracts, improving operational efficiencies and eliminating unnecessary expenditures to improve profitability. • Diversification of Revenue Streams: Efforts are underway to diversify the company's service offerings and explore new markets. By expanding into high-growth sectors and geographical regions, the Company intends to reduce its dependency on a few industries and enhance revenue generation capabilities. • Strengthening Client Relationships: The company is focusing on building long-term relationships with existing clients to secure repeat business and reduce reliance on competitive bidding. This strategy includes offering value-added services and personalized solutions to increase client retention. • Improvement in Project Management: The company has strengthened its project management processes to ensure timely execution and better resource allocation. It is also investing in advanced project management tools to reduce delays and optimize project timelines, thus improving cash flow and revenue recognition. • Strategic Cost-Control Measures: The company has implemented strict cost controls in areas like procurement, logistics and inventory management. This includes sourcing materials more efficiently and adopting just-in-time inventory strategies to minimize costs associated with stockholding. • Exploring Strategic Partnerships and Alliances: To further enhance its market position, the company is exploring potential partnerships with other players in the industry, which could help in co-marketing, expanding technical capabilities, and sharing resources to reduce operational risks. • Focus on Innovation and R&D: To stay competitive, Company is emphasizing research and development (R&D) efforts to bring innovative solutions to the market. This will help the company differentiate itself from competitors and offer more value-driven products and services to clients.
3.	Expected increase in productivity and profits in measurable terms.	After taking the corrective steps, it is expected that the productivity of the Company will be increasing that may

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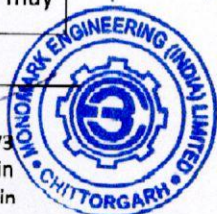
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result turning the business more profitable in future.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Mr. Narendra Chordia himself, are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 4 of the notice for approval by the members.

ITEM NO.5: CHANGE IN DESIGNATION OF MRS. MEENA CHORDIA (DIN: 00784391) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

The Board of Directors, at their meeting held on 01st November 2025, have proposed the change in designation of Mrs. Meena Chordia (DIN: 00784391) from Director to Whole Time Director of the Company for a period of 3 years, w.e.f. 07th November 2025 till 06th November 2028.

The Board believes that Mrs. Meena Chordia's leadership, extensive experience and strategic direction have contributed significantly to the growth and success of the Company. In recognition of his contributions and the importance of his role in the continued development of the business, it has been proposed to change his designation and approve a revision in his remuneration.

The key highlights of the revised terms of appointment are as follows:

a) Remuneration: Rs. 66,00,000/- per annum (i.e. Rs. 5,50,000/- per month)

Perquisites:

- b) The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other perquisites applicable as per Companies Act 2013

Statement under Section II, Part II of Schedule V of the Companies Act, 2013 is given below:

General Information:		
1.	Nature of industry	The Company is engaged in Operation & Maintenance, project & Fabrication services.
2.	Date or expected date of commencement of commercial production	29/09/2005
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not Applicable

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	appearing in the prospectus																					
4.	Financial performance based on given indicators	(Rs. In Lakhs) <table border="1"><thead><tr><th>Particulars</th><th>31st March, 2025</th><th>31st March, 2024</th><th>31st March, 2023</th></tr></thead><tbody><tr><td>Net Profit After Tax</td><td>936.94</td><td>846.97</td><td>676.54</td></tr><tr><td>Earnings per share</td><td>10.40</td><td>9.40</td><td>7.51</td></tr><tr><td>Turnover</td><td>46551.38</td><td>38186.21</td><td>31539.59</td></tr><tr><td>Net Worth</td><td>7275.11</td><td>6338.17</td><td>5491.20</td></tr></tbody></table>	Particulars	31 st March, 2025	31 st March, 2024	31 st March, 2023	Net Profit After Tax	936.94	846.97	676.54	Earnings per share	10.40	9.40	7.51	Turnover	46551.38	38186.21	31539.59	Net Worth	7275.11	6338.17	5491.20
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Earnings per share	10.40	9.40	7.51																			
Turnover	46551.38	38186.21	31539.59																			
Net Worth	7275.11	6338.17	5491.20																			
5.	Foreign investments or collaborations, if any.	Not Applicable																				
Information about the appointee:																						
1.	Background details	Mrs. Meena Chordia is about 59 years of age and has been associated with the Company since incorporation and is currently designated as Director of the Company. She is a female entrepreneur with the vision to create a high impact social enterprise. With a strong academic background and a deep commitment to social responsibility, she has played an integral role in the growth and values driven culture of the Company. She holds a Master's degree in Arts, with a specialization in Hindi and Sanskrit. She is also closely associated with various philanthropic and charitable institutions contributing her time and efforts toward uplifting society.																				
2.	Past remuneration	Mrs. Meena Chordia has been serving the Company as Director at a Remuneration of Rs. 5 Lakhs per month.																				
3.	Recognition or awards	Nil																				
4.	Job profile and his suitability	Mrs. Meena Chordia has been shouldering operational responsibilities and multitude of challenges in overseeing and managing growth. The Board of Directors is of the opinion that the Company has achieved significant operational growth during the tenure of her leadership as Director.																				
5.	Remuneration proposed	The remuneration proposed is as per the details set out in Special Resolution at Item No.5 of the Notice.																				
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, profile with respect to the managerial position and the credentials of the Director.																				
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any.	The following disclosures are made with respect to the pecuniary relationship and family connections of Mrs. Meena Chordia, Director of the Company: <ul style="list-style-type: none">• Remuneration: Mrs. Meena Chordia currently receives																				

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		<p>remuneration of Rs. 5 Lakhs per month.</p> <ul style="list-style-type: none">• Shareholding: Mrs. Meena Chordia holds 30.42% of the shares in the Company, thereby having a significant financial interest and influence in the operations and decision-making of the Company.• Family Relationship: Mrs. Meena Chordia is the mother of Mr. Nitesh Chordia and Mr. Gaurav Chordia, Directors of the Company and the spouse of Mr. Narendra Chordia, Director of the Company.
Other information:		
1.	Reasons of loss or inadequate profits	<p>The inadequate profit of the Company is the outcome of the following factor:</p> <ul style="list-style-type: none">• Slower Recovery in Key Markets: The recovery in demand, especially in the engineering and manufacturing sectors, has been slower than anticipated. Certain markets have been more affected by post-pandemic challenges, leading to a reduction in the number of new projects and slower contract closures.• Increased Raw Material and Logistics Costs: The cost of raw materials, coupled with ongoing disruptions in the global supply chain, led to significant cost escalation. This has directly impacted the company's ability to maintain margins, despite increased sales efforts.• Delays in Project Execution: Several key projects faced delays due to factors such as unforeseen regulatory hurdles, labor shortages and logistical issues. These delays resulted in slower revenue recognition and higher operational costs, further affecting profitability.• Heightened Competitive Pressure: The company faced increased price sensitivity from clients, especially in highly competitive bids. This led to pricing pressures and reduced margins on several projects, impacting the overall profitability.• Higher Overheads from Expansion Activities: The company has been investing heavily in expanding its operational capacity and enhancing technological capabilities. These investments, while essential for future growth, have temporarily impacted profitability due to high capital expenditures and the time required to realize returns.• Macro-Economic Challenges: Economic uncertainties, including inflationary pressures, rising interest rates and fluctuating exchange rates, have added to

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		operational costs, resulting in an adverse impact on profitability.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none">• Cost Optimization Initiatives: The company is actively reviewing its cost structure, focusing on reducing overheads and streamlining operations. This includes renegotiating supply contracts, improving operational efficiencies and eliminating unnecessary expenditures to improve profitability.• Diversification of Revenue Streams: Efforts are underway to diversify the company's service offerings and explore new markets. By expanding into high-growth sectors and geographical regions, the Company intends to reduce its dependency on a few industries and enhance revenue generation capabilities.• Strengthening Client Relationships: The company is focusing on building long-term relationships with existing clients to secure repeat business and reduce reliance on competitive bidding. This strategy includes offering value-added services and personalized solutions to increase client retention.• Improvement in Project Management: The company has strengthened its project management processes to ensure timely execution and better resource allocation. It is also investing in advanced project management tools to reduce delays and optimize project timelines, thus improving cash flow and revenue recognition.• Strategic Cost-Control Measures: The company has implemented strict cost controls in areas like procurement, logistics and inventory management. This includes sourcing materials more efficiently and adopting just-in-time inventory strategies to minimize costs associated with stockholding.• Exploring Strategic Partnerships and Alliances: To further enhance its market position, the company is exploring potential partnerships with other players in the industry, which could help in co-marketing, expanding technical capabilities, and sharing resources to reduce operational risks.• Focus on Innovation and R&D: To stay competitive, Company is emphasizing research and development (R&D) efforts to bring innovative solutions to the market. This will help the company differentiate itself from competitors and offer more value-driven products and services to clients.

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3.	Expected increase in productivity and profits in measurable terms.	After taking the corrective steps, it is expected that the productivity of the Company will be increasing that may result turning the business more profitable in future.
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None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Mrs. Meena Chordia herself, are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 5 of the notice for approval by the members.

ITEM NO.6: CHANGE IN DESIGNATION OF MR. NITESH CHORDIA (DIN: 06845412) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

The Board of Directors, at their meeting held on 01st November 2025, have proposed the change in designation of Mr. Nitesh Chordia (DIN: 06845412) from Director to Whole Time Director of the Company for a period of 3 years, w.e.f. 07th November 2025 till 06th November 2028.

The Board believes that Mr. Nitesh Chordia's leadership, extensive experience and strategic direction have contributed significantly to the growth and success of the Company. In recognition of his contributions and the importance of his role in the continued development of the business, it has been proposed to change his designation and approve a revision in his remuneration.

The key highlights of the revised terms of appointment are as follows:

- a) Remuneration: Rs. 66,00,000/- per annum (i.e. Rs. 5,50,000/- per month)

Perquisites:

- b) The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other perquisites applicable as per Companies Act 2013

Statement under Section II, Part II of Schedule V of the Companies Act, 2013 is given below:

General Information:		
1.	Nature of industry	The Company is engaged in Operation & Maintenance, project & Fabrication services.
2.	Date or expected date of commencement of commercial production	29/09/2005
3.	In case of new companies, expected date of commencement of activities as per project	Not Applicable

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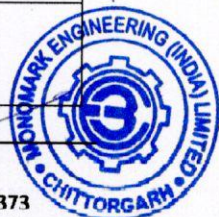
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	approved by financial institutions appearing in the prospectus																					
4.	Financial performance based on given indicators	(Rs. In Lakhs)																				
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Earnings per share	10.40	9.40	7.51																			
Turnover	46551.38	38186.21	31539.59																			
Net Worth	7275.11	6338.17	5491.20																			
5.	Foreign investments or collaborations, if any.	Not Applicable																				
Information about the appointee:																						
1.	Background details	Mr. Nitesh Chordia is about 36 years of age and has been associated with the Company since 29th September, 2018 and is currently designated as Director of the Company. With a background in both commerce and law, he plays a key role in guiding the Company's financial planning and overall strategy. He holds a degree in B.Com and LLB. He remains actively involved in shaping Company's future, with a strong focus on sustainable growth, sound governance and long-term financial stability.																				
2.	Past remuneration	Mr. Nitesh Chordia has been serving the Company as Director at a Remuneration of Rs. 3.5 Lakhs per month.																				
3.	Recognition or awards	Nil																				
4.	Job profile and his suitability	Mr. Nitesh Chordia has been shouldering the responsibilities of overseeing the Finance, Human Resources and other key administrative functions of the company. He has successfully managed multiple challenges in driving financial stability, ensuring compliance and optimizing human resources to support the company's growth trajectory. The Board of Directors is of the opinion that, under her leadership as Director, the company has made significant progress in improving financial management, enhancing HR policies and streamlining administrative processes, all of which have contributed to the company's overall growth and stability.																				
5.	Remuneration proposed	The remuneration proposed is as per the details set out in Special Resolution at Item No. 6 of the Notice.																				
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, profile with respect to the managerial position and the credentials of the Director.																				
7.	Pecuniary relationship directly or	The following disclosures are made with respect to the																				

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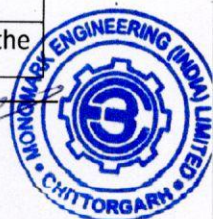
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	indirectly with the company, or relationship with the managerial personnel or any other Director, if any.	pecuniary relationship and family connections of Mr. Nitesh Chordia, Director of the Company: <ul style="list-style-type: none">• Remuneration: Mr. Nitesh Chordia currently receives remuneration of Rs. 3.5 Lakhs per month.• Shareholding: Mr. Nitesh Chordia holds 8.64% of the shares in the Company, thereby having a significant financial interest and influence in the operations and decision-making of the Company.• Family Relationship: Mr. Nitesh Chordia is the son of Mr. Narendra Chordia and Mrs. Meena Chordia, Directors of the Company and brother of Mr. Gaurav Chordia, Director of the Company.
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Other information:

1.	Reasons of loss or inadequate profits	The inadequate profit of the Company is the outcome of the following factor: <ul style="list-style-type: none">• Slower Recovery in Key Markets: The recovery in demand, especially in the engineering and manufacturing sectors, has been slower than anticipated. Certain markets have been more affected by post-pandemic challenges, leading to a reduction in the number of new projects and slower contract closures.• Increased Raw Material and Logistics Costs: The cost of raw materials, coupled with ongoing disruptions in the global supply chain, led to significant cost escalation. This has directly impacted the company's ability to maintain margins, despite increased sales efforts.• Delays in Project Execution: Several key projects faced delays due to factors such as unforeseen regulatory hurdles, labor shortages and logistical issues. These delays resulted in slower revenue recognition and higher operational costs, further affecting profitability.• Heightened Competitive Pressure: The company faced increased price sensitivity from clients, especially in highly competitive bids. This led to pricing pressures and reduced margins on several projects, impacting the overall profitability.• Higher Overheads from Expansion Activities: The company has been investing heavily in expanding its operational capacity and enhancing technological capabilities. These investments, while essential for future growth, have temporarily impacted profitability due to high capital expenditures and the time required to realize returns.
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		<ul style="list-style-type: none">• Macro-Economic Challenges: Economic uncertainties, including inflationary pressures, rising interest rates and fluctuating exchange rates, have added to operational costs, resulting in an adverse impact on profitability.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none">• Cost Optimization Initiatives: The company is actively reviewing its cost structure, focusing on reducing overheads and streamlining operations. This includes renegotiating supply contracts, improving operational efficiencies and eliminating unnecessary expenditures to improve profitability.• Diversification of Revenue Streams: Efforts are underway to diversify the company's service offerings and explore new markets. By expanding into high-growth sectors and geographical regions, the Company intends to reduce its dependency on a few industries and enhance revenue generation capabilities.• Strengthening Client Relationships: The company is focusing on building long-term relationships with existing clients to secure repeat business and reduce reliance on competitive bidding. This strategy includes offering value-added services and personalized solutions to increase client retention.• Improvement in Project Management: The company has strengthened its project management processes to ensure timely execution and better resource allocation. It is also investing in advanced project management tools to reduce delays and optimize project timelines, thus improving cash flow and revenue recognition.• Strategic Cost-Control Measures: The company has implemented strict cost controls in areas like procurement, logistics and inventory management. This includes sourcing materials more efficiently and adopting just-in-time inventory strategies to minimize costs associated with stockholding.• Exploring Strategic Partnerships and Alliances: To further enhance its market position, the company is exploring potential partnerships with other players in the industry, which could help in co-marketing, expanding technical capabilities, and sharing resources to reduce operational risks.• Focus on Innovation and R&D: To stay competitive, Company is emphasizing research and development (R&D) efforts to bring innovative solutions to the market. This will help the company differentiate itself.

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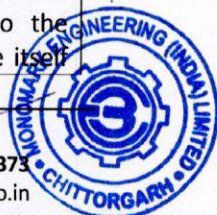
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		from competitors and offer more value-driven products and services to clients.
3.	Expected increase in productivity and profits in measurable terms.	After taking the corrective steps, it is expected that the productivity of the Company will be increasing that may result turning the business more profitable in future.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Mr. Nitesh Chordia himself, are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 6 of the notice for approval by the members.

ITEM NO.7: CHANGE IN DESIGNATION OF MR. GAURAV CHORDIA (DIN: 06845415) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION

The Board of Directors, at their meeting held on 01st November 2025, have proposed the change in designation of Mr. Gaurav Chordia (DIN: 06845415) from Director to Whole Time Director of the Company for a period of 3 years, w.e.f. 07th November 2025 till 06th November 2028.

The Board believes that Mr. Gaurav Chordia's leadership, extensive experience and strategic direction have contributed significantly to the growth and success of the Company. In recognition of his contributions and the importance of his role in the continued development of the business, it has been proposed to change his designation and approve a revision in his remuneration.

The key highlights of the revised terms of appointment are as follows:

a) Remuneration: Rs. 48,00,000/- per annum (i.e. Rs. 4,00,000/- per month)

Perquisites:

- b) The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the Business of the Company.
- c) Leave encashment as per rules of the company.
- d) The Whole Time Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- e) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- f) The Whole Time Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.
- g) Other perquisites applicable as per Companies Act 2013

Statement under Section II, Part II of Schedule V of the Companies Act, 2013 is given below:

General Information:		
1.	Nature of industry	The Company is engaged in Operation & Maintenance, project & Fabrication services.
2.	Date or expected date of commencement of commercial production	29/09/2005

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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																				
4.	Financial performance based on given indicators	(Rs. In Lakhs) <table border="1"><thead><tr><th>Particulars</th><th>31st March, 2025</th><th>31st March, 2024</th><th>31st March, 2023</th></tr></thead><tbody><tr><td>Net Profit After Tax</td><td>936.94</td><td>846.97</td><td>676.54</td></tr><tr><td>Earnings per share</td><td>10.40</td><td>9.40</td><td>7.51</td></tr><tr><td>Turnover</td><td>46551.38</td><td>38186.21</td><td>31539.59</td></tr><tr><td>Net Worth</td><td>7275.11</td><td>6338.17</td><td>5491.20</td></tr></tbody></table>	Particulars	31 st March, 2025	31 st March, 2024	31 st March, 2023	Net Profit After Tax	936.94	846.97	676.54	Earnings per share	10.40	9.40	7.51	Turnover	46551.38	38186.21	31539.59	Net Worth	7275.11	6338.17	5491.20
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Earnings per share	10.40	9.40	7.51																			
Turnover	46551.38	38186.21	31539.59																			
Net Worth	7275.11	6338.17	5491.20																			
5.	Foreign investments or collaborations, if any.	Not Applicable																				

Information about the appointee:

1.	Background details	Mr. Gaurav Chordia is about 32 years of age and has been associated with the Company since 29th, August 2022 and is currently designated as Director of the Company. He holds a degree in B.Tech from IIT Delhi. He further pursued an MBA from the prestigious London Business School and is also a CFA qualified professional, highlighting his deep understanding of finance and strategic management. He remains actively involved in shaping Company's future, with a strong focus on sustainable growth, sound governance and long-term financial stability.
2.	Past remuneration	Mr. Gaurav Chordia has been serving the Company as Director at a Remuneration of Rs. 3 Lakhs per month.
3.	Recognition or awards	Nil
4.	Job profile and his suitability	Mr. Gaurav Chordia has been instrumental in overseeing and managing the company's fund-raising efforts and strengthening client relationships. His leadership in securing financial resources and building strong, long-term relationships with key clients has been pivotal to the company's growth and stability. The Board of Directors is of the opinion that, under his guidance as Director, the company has achieved notable success in securing funding for expansion and innovation, while also enhancing its client portfolio and fostering enduring partnerships, which have significantly contributed to the company's continued success.
5.	Remuneration proposed	The remuneration proposed is as per the details set out in Special Resolution at Item No. 7 of the Notice.
6.	Comparative remuneration profile with respect to industry, size of the	The proposed remuneration is comparable and competitive, considering the industry, profile with respect

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	company, profile of the position and person	to the managerial position and the credentials of the Director.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other Director, if any.	<p>The following disclosures are made with respect to the pecuniary relationship and family connections of Mr. Gaurav Chordia, Director of the Company:</p> <ul style="list-style-type: none">• Remuneration: Mr. Gaurav Chordia currently receives remuneration of Rs. 3 Lakhs per month.• Shareholding: Mr. Gaurav Chordia holds 6.69% of the shares in the Company, thereby having a significant financial interest and influence in the operations and decision-making of the Company.• Family Relationship: Mr. Gaurav Chordia is the son of Mr. Narendra Chordia and Mrs. Meena Chordia, Directors of the Company and brother of Mr. Nitesh Chordia, Director of the Company.
Other information:		
1.	Reasons of loss or inadequate profits	<p>The inadequate profit of the Company is the outcome of the following factor:</p> <ul style="list-style-type: none">• Slower Recovery in Key Markets: The recovery in demand, especially in the engineering and manufacturing sectors, has been slower than anticipated. Certain markets have been more affected by post-pandemic challenges, leading to a reduction in the number of new projects and slower contract closures.• Increased Raw Material and Logistics Costs: The cost of raw materials, coupled with ongoing disruptions in the global supply chain, led to significant cost escalation. This has directly impacted the company's ability to maintain margins, despite increased sales efforts.• Delays in Project Execution: Several key projects faced delays due to factors such as unforeseen regulatory hurdles, labor shortages and logistical issues. These delays resulted in slower revenue recognition and higher operational costs, further affecting profitability.• Heightened Competitive Pressure: The company faced increased price sensitivity from clients, especially in highly competitive bids. This led to pricing pressures and reduced margins on several projects, impacting the overall profitability.• Higher Overheads from Expansion Activities: The company has been investing heavily in expanding its operational capacity and enhancing technological capabilities. These investments, while essential for

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		<p>future growth, have temporarily impacted profitability due to high capital expenditures and the time required to realize returns.</p> <ul style="list-style-type: none">• Macro-Economic Challenges: Economic uncertainties, including inflationary pressures, rising interest rates and fluctuating exchange rates, have added to operational costs, resulting in an adverse impact on profitability.
2.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none">• Cost Optimization Initiatives: The company is actively reviewing its cost structure, focusing on reducing overheads and streamlining operations. This includes renegotiating supply contracts, improving operational efficiencies and eliminating unnecessary expenditures to improve profitability.• Diversification of Revenue Streams: Efforts are underway to diversify the company's service offerings and explore new markets. By expanding into high-growth sectors and geographical regions, the Company intends to reduce its dependency on a few industries and enhance revenue generation capabilities.• Strengthening Client Relationships: The company is focusing on building long-term relationships with existing clients to secure repeat business and reduce reliance on competitive bidding. This strategy includes offering value-added services and personalized solutions to increase client retention.• Improvement in Project Management: The company has strengthened its project management processes to ensure timely execution and better resource allocation. It is also investing in advanced project management tools to reduce delays and optimize project timelines, thus improving cash flow and revenue recognition.• Strategic Cost-Control Measures: The company has implemented strict cost controls in areas like procurement, logistics and inventory management. This includes sourcing materials more efficiently and adopting just-in-time inventory strategies to minimize costs associated with stockholding.• Exploring Strategic Partnerships and Alliances: To further enhance its market position, the company is exploring potential partnerships with other players in the industry, which could help in co-marketing, expanding technical capabilities, and sharing resources to reduce operational risks.

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		<ul style="list-style-type: none">• Focus on Innovation and R&D: To stay competitive, Company is emphasizing research and development (R&D) efforts to bring innovative solutions to the market. This will help the company differentiate itself from competitors and offer more value-driven products and services to clients.
3.	Expected increase in productivity and profits in measurable terms.	After taking the corrective steps, it is expected that the productivity of the Company will be increasing that may result turning the business more profitable in future.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) except Mr. Gaurav Chordia himself, are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 7 of the notice for approval by the members.

ITEM NO.8: APPOINTMENT OF MRS. KIRTI (DIN: 11340632) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, at their meeting held on 01st November 2025, have proposed the appointment of Mrs. Kirti (DIN: 11340632) as Non-Executive Non-Independent Director of the Company. The Board of Directors is of the opinion that Mrs. Kirti brings with her a wealth of experience in business management, strategy development, client relations, etc. She has demonstrated leadership and a strategic vision in her previous roles and is expected to contribute significantly to the overall governance and growth of the Company. Her appointment as a Non-Executive Non-Independent Director will complement the existing skill set of the Board and provide valuable insight into the Company's decision-making process.

As a Non-Executive Non-Independent Director, Mrs. Kirti will not be involved in the day-to-day management of the Company but will offer her expertise on key strategic matters, assist in overseeing corporate governance, and participate in the Board meetings as and when required.

All the directors except Mr. Nitesh Chordia and none of the key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013), are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution set out at Item No. 8 of the notice for approval by the members.

ITEM NO.9 TO ITEM NO.13

ITEM NO.9: APPOINTMENT OF MR. DINESH KUMAR MANTRI (DIN: 02494973) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

ITEM NO.10: APPOINTMENT OF MR. MADAN LAL KOTHARI (DIN: 07701974) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

ITEM NO.11: APPOINTMENT OF MR. PRASANNA KUMAR KHAMESRA (DIN: 11340709) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

ITEM NO.12: APPOINTMENT OF MR. SANJAY PANJIYAR (DIN: 02846267) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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ITEM NO.13: APPOINTMENT OF MS. YASHASVINI KUMAR (DIN: 07957338) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

The Board recommended for the appointment of Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338) as Independent Directors, in their meeting held on 01st November 2025 to hold office for a term of five consecutive years from the date of this Annual General Meeting i.e. w.e.f. 07th November 2025 till 06th November 2030, for the approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The appointment of Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338) have been made by the Board to address the long-term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board, Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338) fulfil the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations 2015 ("Listing Regulations") for appointment as Independent Directors of the Company and are independent of management of the Company. Brief profiles of Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338) are attached herewith as Annexure-2.

They have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338) be appointed as Independent Directors for a term of five consecutive years from the date of their appointment i.e. w.e.f. 07th November 2025 till 06th November 2030. The Board of the Directors firmly believes that Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338) bring immense value on account of their stature, professional competence and diversified experience, and accordingly, recommends, their appointment, as Independent Directors of the Company for a term of five consecutive years i.e. w.e.f. 07th November 2025 till 06th November 2030. The terms and conditions and sitting fees payable to Mr. Dinesh Kumar Mantri (DIN: 02494973), Mr. Madan Lal Kothari (DIN: 07701974), Mr. Prasanna Kumar Khamesra (DIN: 11340709), Mr. Sanjay Panjiyar (DIN: 02846267) and Ms. Yashasvini Kumar (DIN: 07957338), Independent Directors for Board Meetings, which may be amended from time to time as may be decided by the Board/Nomination and Remuneration Committee (if any).

None of the directors and key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013), are concerned or interested in the proposed resolution, except in the ordinary course of business.

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Accordingly, consent of the Members is sought for passing the Special Resolution set out at Item No. 9, 10, 11, 12 and 13 of the notice for approval by the members.

Annexure-2

Name	Mr. Dinesh Kumar Mantri	Mr. Madan Lal Kothari	Mr. Prasanna Kumar Khamesra	Mr. Sanjay Panjiyar	Ms. Yashasvini Kumar
Directors Identification Number (DIN)	02494973	07701974	11340709	02846267	07957338
Date of Birth (age)	28.06.1965	12.09.1958	17.06.1964	21.06.1964	29.05.1987
Qualification	Chartered Accountant (ICAI Merit Rank Holder, 1989), FCA, B.Com	M.Tech. (Chemical Engineering), Indian Institute of Technology (IIT), Delhi – Gold Medalist (1982) and Certified Purchasing Manager (CPM), Institute for Supply Management (ISM, USA)	MBA (Marketing & Human Resource Management), Faculty of Management Studies, Mohanlal Sukhadia University, Udaipur (1987) and B.Sc., M.B. College, Mohanlal Sukhadia University, Udaipur (1983)	Post Graduate Diploma in Computer Application (PGDCA), Pondicherry University, Puducherry (2007); Bachelor in Technology (B.Tech) in Production Engineering, Birla Institute of Technology (BIT), Sindri (1989)	B.A., B.L. (Hons.) from NALSAR University of Law (2009)
Experience (including expertise in specific functional areas) / brief resume	Over 32 years of experience in finance, accounting and corporate management across Manufacturing, Power (Thermal & Solar), EPC, Textile, Engineering, Metals & Mining and Supply Chain sectors. Served as CFO and Director Finance at Vedanta (BALCO	Mr. Madan Lal Kothari is a seasoned metals and mining professional with over 34 years of experience in project management, procurement, CAPEX implementation and commercial operations. He has held senior leadership roles at Hindustan	Mr. Prasanna Kumar Khamesra, IPS (Retd.), is a seasoned professional with over 35 years of distinguished service in the Indian Police Service. He has held several key leadership positions including Inspector General of Police (Kota &	Recently superannuated from Hindustan Copper Limited as Director (Operations) with 36 years of extensive experience across industries and organizations. Expertise in Operations, Maintenance & Project Management, Regulatory Compliance,	Over 16 years of experience in law, compliance, and corporate leadership. Held senior legal and compliance roles in Innoterra AG, including Group General Counsel, Chief Compliance Officer, and now Group COO. Previously worked in top-tier law firm

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	<p>& Vedanta Aluminum), Mahindra Susten, RKM Powergen and currently CFO at Western Carrier India Ltd. Expertise includes financial restructuring, fund raising, IPO management, cost optimization, ERP/SAP implementation, P&L & cash flow management, corporate governance, statutory compliance and strategic business decision-making</p>	<p>Zinc Limited, Sesia Goa Limited and currently serves as CEO of ACC Mining Pvt. Ltd., successfully managing mine development, operational efficiency and cost optimization while driving strategic growth and organizational excellence</p>	<p>Bharatpur Range, Jaipur HQ), Deputy Inspector General of Police (Security, Crime, Planning & Welfare) and Superintendent of Police in multiple districts of Rajasthan. His expertise spans law enforcement, public administration, crisis and conflict management, community policing and public relations. A strong advocate of police-public collaboration and social harmony, he has been recognized nationally for his contributions to social service and communal peace. Beyond his police career, Mr. Khamesra continues to contribute to society as Senior Advisor and Professor of Practice at JECRC University, Jaipur and as Founder and</p>	<p>Health & Safety, Materials Management and Human Resources. Proven leadership in driving organizational growth, enhancing productivity and fostering collaboration among diverse teams</p>	<p>(Trilegal, Platinum Partners, PDS Legal) with focus on M&A. Recognized as a 'Rising Star' by India Business Law Journal in 2022. Expertise areas include: M&A, legal strategy, regulatory compliance, governance, ESG, and operational leadership</p>
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Monomark Engineering (India) Limited

(Formerly known as: Monomark Engineering (India) Private Limited)

HO & Regd. Office: 165-167, New RIICO Industrial Area, Chandervia, Chittorgarh (Raj.) - 312001

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			Chief Patron of Srajan the Spark, a global non-profit promoting Indian art, culture and heritage		
Terms and conditions of appointment along with details of remuneration sought to be paid	The terms & conditions proposed is as per the details set out in Special Resolution at Item No. 9 of the Notice.	The terms & conditions proposed is as per the details set out in Special Resolution at Item No. 10 of the Notice.	The terms & conditions proposed is as per the details set out in Special Resolution at Item No. 11 of the Notice.	The terms & conditions proposed is as per the details set out in Special Resolution at Item No. 12 of the Notice.	The terms & conditions proposed is as per the details set out in Special Resolution at Item No. 13 of the Notice.
Date of first appointment on the board of the company	NA	NA	NA	NA	NA
Shareholding in the proposed listed entity, including shareholding as a beneficial owner	Nil	Nil	Nil	Nil	Nil
List of directorships held in other companies along with listed entities from which the person has resigned in the past three year	Nil	Director in Sarvodaya Agrotech India Limited, Chetak Enterprises Limited, Chetak Tollways Limited, ACC Mining Private Limited and Nashik Sinnar Tollways Limited	Nil	Resigned from Chhattisgarh Copper Limited on 06.08.2024 and Hindustan Copper Limited on 30.06.2024	Director in Gateway Securities Private Limited Resigned from Innoterra Bioscience Private Limited on 31.07.2023 and Farmlink Agri Distribution and Market Linkage Private Limited on 26.07.2023
Memberships/ chairmanships held in other	Nil	Nil	Nil	Resigned as Chairperson of Risk	Nil

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companies along with listed entities from which the person has resigned in the past three year				Management Committee on 26.03.2022, Member of Risk Management Committee on 30.06.2024, Stakeholder Relationship Committee on 30.06.2024 and CSR Committee on 30.06.2024 of Hindustan Copper Limited	
Relationship with other directors and key managerial personnel of the company	None	None	None	None	None
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The role of an Independent Director requires strong expertise in financial management, corporate governance and strategic oversight. Mr. Dinesh Kumar Mantri's extensive experience as CFO and Director Finance across diverse industries including metals, mining, power, EPC and supply chain logistics— equips him with the skills to provide independent	The role of an Independent Director requires deep understanding of business operations, financial oversight and corporate governance. Mr. Madan Lal Kothari's proven expertise in strategic sourcing, project execution and cost optimization across large industrial organizations equips him with the skills needed to provide	The role of an Independent Director requires strong leadership, strategic insight, understanding of governance frameworks and experience in managing people and crises effectively. Mr. Prasanna Kumar Khamesra, with 35 years of service in the Indian Police Service, brings deep expertise in administration, conflict resolution, crisis management and public	The role of an Independent Director requires extensive experience in operations management, project execution, corporate governance and strategic oversight. Mr. Sanjay Panjiyar, with over 36 years of leadership experience across organizations such as Hindustan Copper Limited and NMDC, brings deep expertise in operational	The role of an Independent Director requires strong expertise in legal and regulatory compliance, corporate governance, ESG and risk management. Ms. Yashasvini Kumar, with over 16 years of experience in top law firms and leadership roles at Innoterra AG, brings deep knowledge in M&A, compliance and sustainability. Her cross-functional leadership and

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	judgment and strategic guidance. His deep understanding of financial restructuring, fund raising, risk management and business optimization enables him to contribute effectively to board-level decision-making, strengthen governance practices and support value creation for the company	independent judgment and strategic insight. His strong commercial acumen, leadership experience and knowledge of global best practices enable him to contribute effectively to governance, risk management and value creation for the company	policy. His experience in leading large teams, engaging with government bodies and promoting community initiatives makes him well-suited to contribute independent oversight and balanced judgment as an Independent Director	excellence, regulatory compliance and large-scale project management. His proven ability to lead multidisciplinary teams, drive process improvements and uphold high standards of corporate ethics and sustainability makes him well-qualified to contribute meaningfully as an Independent Director on the Board of the Company	board-level experience make her well-qualified for this position
Number of meetings of board attended during the year	NA	NA	NA	NA	NA
Justification for choosing the appointees for appointment as Independent Directors	Mr. Dinesh Kumar Mantri brings independent, highly qualified financial expertise to the Board, with proven experience in corporate governance, strategic financial planning and operational excellence. His appointment will strengthen the Board's oversight	Mr. Madan Lal Kothari brings a unique blend of technical expertise, strategic business management and operational leadership acquired over three decades in the metals and mining sector. His extensive experience in managing commercial operations, project planning	Mr. Prasanna Kumar Khamesra's vast experience in public administration, leadership and governance, coupled with his commitment to ethics and social responsibility, make him an asset to the Board. His proven ability to handle complex administrative challenges, build stakeholder	Mr. Sanjay Panjiyar's extensive experience of over three decades in operations, project management and corporate governance across leading public sector enterprises such as Hindustan Copper Limited and NMDC brings significant industrial and strategic depth	Ms. Yashasvini Kumar's independent background, extensive legal and compliance expertise and proven leadership in governance and ESG make her a valuable addition to the Board. Her appointment is expected to enhance the company's oversight capabilities, ensure

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	<p>capability, ensure adherence to best practices in finance and compliance and support strategic decision-making from an independent perspective</p>	<p>and procurement aligns with the company's industrial focus. His appointment is expected to enhance the Board's strategic and operational oversight, strengthen governance standards and contribute independent, industry-relevant perspectives to the Company</p>	<p>trust and promote community engagement will enhance the Board's effectiveness and independence. His appointment is expected to strengthen the Company's governance framework, reinforce ethical decision-making and provide valuable perspectives on people management and policy issues</p>	<p>to the Board. His proven leadership in managing large-scale projects, regulatory compliance and stakeholder engagement, along with his strong focus on operational excellence and sustainability, make him a valuable addition to the Company. His appointment is expected to strengthen the Company's governance framework, enhance operational oversight and contribute independent and expert insights to strategic decision-making</p>	<p>adherence to best governance practices and support strategic decision-making with an independent perspective</p>
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ITEM NO.14: APPROVAL OF BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

The Board, in its meeting held on [Date], has proposed the approval of borrowing limit of the Company, in light of the Company's recent conversion from a private company to a public company. As a result of this conversion, the provisions of Section 180(1)(c) of the Companies Act, 2013 are now applicable.

Since the Company has not previously had a borrowing limit approved by the members, it is now proposed to set the borrowing limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores only), considering the Company's business plans and the increasing fund requirements following its conversion to a public company.

None of the directors and key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013), are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 14 of the notice for approval by the members.

Monomark Engineering (India) Limited

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HO & Regd. Office: 165-167, New RIICO Industrial

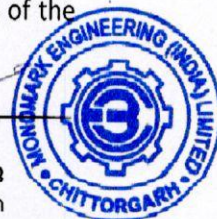
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ITEM NO.15: APPROVAL FOR CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES PURSUANT TO THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

The Board, in its meeting held on 01st November 2025, has proposed the approval of creation of charges on the movable and immovable properties of the Company, in light of the Company's recent conversion from a private company to a public company. As a result of this conversion, the provisions of Section 180(1)(a) of the Companies Act, 2013 are now applicable.

Since the Company has not previously approval of creation of charges on the movable and immovable properties by the members, it is now proposed to set the limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores only), considering the Company's business plans and the increasing fund requirements following its conversion to a public company.

None of the directors and key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013), are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 15 of the notice for approval by the members.

ITEM NO.16: AUTHORIZATION FOR INITIAL PUBLIC OFFERING (IPO) OF SHARES

The Company proposes to create, issue, and allot equity shares of the Company of face value of ₹ 10/- each of the Company (the "Equity Shares") up to 2,70,00,000 Equity Shares, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with the applicable laws, including, without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares to be allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

The proposed issue is a fresh issue of Equity Shares by the Company. The Company intends to at the discretion of the board of directors of the Company ("Board"), undertake the Issue and list its Equity Shares at an opportune time in consultation with the book running lead manager ("BRLM") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary. The Board has in its meeting held on 01st November 2025 approved the Issue, which is subject to the approval of the members of the Company.

With respect to the issue, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India (the "SEBI") and the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, Jaipur ("RoC") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Issue (the "Prospectus", and together with the DRHP and the RHP, the "Issue Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Material information pertaining to the Issue is as follows:



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- (i) Issue Price: The price at which the Equity Shares will be allotted through the issue shall be determined and finalized by the Company in consultation with the book running lead managers, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.
- (ii) The object(s) of the Issue: The proceeds of the Issue are to be utilized for the purposes that shall be disclosed in the Issue Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.
- (iii) Intention of Directors/Key management personnel to subscribe to the Issue: The Company has not made and will not make an Issue of Equity Shares to any of the directors or key management personnel. However, the directors or the key management personnel may apply for the Equity Shares in the various categories under an Issue in accordance with applicable law, including the SEBI ICDR Regulations.
- (iv) Whether a change in control is intended or expected: No change in control of the Company or its management is intended or expected pursuant to the Issue.

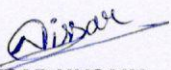
The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

Accordingly, consent of the Members is sought for passing a Special Resolution set out at Item No. 16 of the notice for approval by the members.

By the order of Board of Directors

For: MONOMARK ENGINEERING (INDIA) LIMITED

(Formerly known as: MONOMARK ENGINEERING (INDIA) PRIVATE LIMITED)


NISAR HUSAIN

Company Secretary & Compliance Officer

M. No.: A52961

Date: 01st November 2025

Place: Chittorgarh (Raj.)



Monomark Engineering (India) Limited

(Formerly known as: Monomark Engineering (India) Private Limited)

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U29221RJ2005PLC021373

Name of the Company: **MONOMARK ENGINEERING (INDIA) LIMITED**
(Formerly known as Monomark Engineering (India) Private Limited)

Registered Office: 165-167, New RIICO Industrial Area, Chanderiya, Chittorgarh, Rajasthan-312021

Name of the member(s):

Registered address:

Folio No/Client Id:

I/We, being member(s) of the above mentioned company, hereby appoint

1. Name:
Address:
E-Mail Id:
Signature:....., or failing him

2. Name:
Address:
E-Mail Id:
Signature:....., or failing him

3. Name:
Address:
E-Mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on **Friday, 07th November 2025 at 11:30 A.M.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) and concurrently at its registered office situated at 165-167, New RIICO Ind. area, Chanderiya, Chittorgarh, Rajasthan-312001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
ORDINARY BUSINESS:			
1.	ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 ST MARCH 2025		
2.	RE-APPOINTMENT OF MR. NARENDRA CHORDIA (DIN: 00784374), LIABLE TO RETIRE BY ROTATION		
3.	APPOINTMENT OF AUDITORS AND FIXING THEIR REMUNERATION		
SPECIAL BUSINESS:			
4.	CHANGE IN DESIGNATION OF MR. NARENDRA CHORDIA (DIN: 00784374) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION		

5.	CHANGE IN DESIGNATION OF MRS. MEENA CHORDIA (DIN: 00784391) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION		
6.	CHANGE IN DESIGNATION OF MR. NITESH CHORDIA (DIN: 06845412) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION		
7.	CHANGE IN DESIGNATION OF MR. GAURAV CHORDIA (DIN: 06845415) AS WHOLE TIME DIRECTOR OF THE COMPANY AND VARIATION IN TERMS OF REMUNERATION		
8.	APPOINTMENT OF MRS. KIRTI (DIN: 11340632) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY		
9.	APPOINTMENT OF MR. DINESH MANTRI (DIN: 02494973) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
10.	APPOINTMENT OF MR. MADAN LAL KOTHARI (DIN: 07701974) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
11.	APPOINTMENT OF MR. PRASANNA KUMAR KHAMESRA (DIN: 11340709) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
12.	APPOINTMENT OF MR. SANJAY PANJIYAR (DIN: 02846267) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
13.	APPOINTMENT OF MS. YASHASVINI KUMAR (DIN: 07957338) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
14.	APPROVAL OF BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013		
15.	APPROVAL FOR CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES PURSUANT TO THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013		
16.	AUTHORIZATION FOR INITIAL PUBLIC OFFERING (IPO) OF SHARES		

Signed this day of 2025

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM

1. No instrument of proxy shall be valid unless,
 - a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing,
 - b) in the case of joint holders, it is signed by the shareholder first named in the register or his/her attorney, duly authorized in writing,
 - c) in the case of a body corporate signed by its officer or an attorney duly authorized in writing.
2. An instrument of proxy shall be sufficiently signed by any shareholder, who is, for any reason, unable to write his/her name, if his/her mark is affixed thereto and attested by a Judge or Magistrate or Registrar or Sub-Registrar of Assurances or other Government Gazetted Officer or any of Directors of the Company.
3. The proxy together with
 - a) the power of attorney or other authority (if any) under which is signed, or
 - b) a copy of the power of attorney or authority certified by a Notary Public or a Magistrate, should be deposited at the Head Office of the Company, not less than 48 Hours before the date of General Meeting.
4. No instrument of proxy shall be valid unless it is duly stamped.
5. An instrument of proxy deposited with the Bank shall be irrevocable and final.
6. In the case of an instrument of proxy granted in favour of two grantees in the alternative, not more than one form shall be executed.
7. The shareholder who has executed an instrument of proxy shall not be entitled to vote in person at the General Meeting to which such instrument relates.
8. No person shall be appointed as duly authorized representative or a proxy who is an officer or an employee of the Company.