



KAY CEE ENERGY & INFRA LIMITED

**To,
The Members,**

NOTICE

NOTICE is hereby given that the 11th (Eleven) Annual General Meeting of the Members of Kay Cee Energy & Infra Limited will be held on Thursday, September 25, 2025 at 10:00 A.M. (IST) at the Registered Office of the Company situated at G-249, Indraprastha Industrial Area, Road No. 5, Opposite Pashan Bhawan, Talwandi Kota, Rajasthan, India, 324005 to consider and transact the following businesses:

Ordinary Business:

- 1) **To receive, consider and adopt;**
 - **the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.**
 - **the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the Report of the Auditors thereon.**
- 2) **To appoint a director in place of Mrs. Shalini Jain (DIN: 07071215), who retires by rotation and being eligible, offers herself for re-appointment.**

Special Business:

- 3) **To appoint the Secretarial Auditor of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. HM & Associates, Practicing Company Secretaries, Ahmedabad (Firm Number: P2025GJ103300) be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditor;

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial

Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4) To revise the remuneration of Mrs. Shalini Jain (Din: 07071215), whole time director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 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), and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to revise and increase the remuneration of **Mrs. Shalini Jain (DIN: 07071215), Whole-Time Director**, for the remaining tenure of her appointment, i.e., from the Financial Year 2025-26, as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Company shall pay Mrs. Shalini Jain, Whole time director, a revised basic gross salary not exceeding Rs. 72,00,000/- (Rupees Seventy-two Lakhs only) per annum. Mrs. Shalini Jain shall also be entitled to perquisites, benefits, and allowances, if any and reimbursement of expenses incurred during the course of official duties, subject to approval by the Board of Directors from time to time.

The remuneration of the Whole time Director referred above is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole time Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder’s approval.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit, the Whole time Director shall be entitled to remuneration mentioned above exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions of her appointment as approved earlier by the shareholders shall remain unchanged.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies.”



KAY CEE ENERGY & INFRA LIMITED

5) To Revise the Remuneration of Mr. Lokendra Jain (DIN: 07071212), Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 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), and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to revise and increase the remuneration of Mr. Lokendra Jain (DIN: 07071212), Managing Director, for the remaining tenure of his appointment, i.e. from the Financial Year 2025-26, as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Company shall pay Mr. Lokendra Jain, Managing Director, a revised basic gross salary not exceeding Rs. 3,00,00,000/- (Rupees Three Crores only) per annum. Mr. Lokendra Jain shall also be entitled to perquisites, benefits, and allowances, if any and reimbursement of expenses incurred during the course of official duties, subject to approval by the Board of Directors from time to time.

The remuneration of the Managing Director referred above is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit, the Whole time Director shall be entitled to remuneration mentioned above exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms and conditions of his appointment as approved earlier by the shareholders shall remain unchanged.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies.”

6) Appointment of Ms. Sawari Tushar Mehta (Din: 10627638) as Non-Executive Independent Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of **Ms. Sawari Tushar Mehta (Din: 10627638)** who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., from **August 01, 2025 to July 31, 2030**.

RESOLVED FURTHER THAT Ms. Sawari Tushar Mehta (Din: 10627638) shall be entitled to receive sitting fees upto Rs. 12,500/- (Rupees Twelve Thousand Five Hundred only) for attending each meeting of the Board and upto Rs. 12,500/- (Rupees Twelve Thousand Five Hundred only) for attending each meeting of the committee of the Board.

RESOLVED FURTHER THAT the Board does note declaration confirming that **Ms. Sawari Tushar Mehta (Din: 10627638)** meets the criteria for independence as provided in Section 149(6) of the Companies Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds 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 the said regard.”

7) Ratification Of Remuneration of the Cost Auditors for the Financial Year Ending On 31st March, 2026.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit Rules), 2014 (including any statutory modification(s) or amendment(s) thereto or reenactment(s)



KAY CEE ENERGY & INFRA LIMITED

thereof, for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, payable to M/s. Vinay Kant Pareek & Co. Cost Accountants (Firm Registration No. 101035) Jaipur, who were appointed by the Board of Directors, as “ Cost Auditors” to conduct the audit of the cost records maintained by the Company for the financial year ending on 31st March, 2026 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Registered Office:

: G-249, Indraprastha Industrial Area,
Road No. 5, Opposite Pashan Bhawan
Talwandi Kota, Kota, Rajasthan,
India, 324005

**By Order of the Board of Directors of
Kay Cee Energy and Infra Limited**

Sd/-

**Lokendra Jain
Chairman and Managing Director
DIN: 07071212**

Date: 02nd September, 2025

NOTES:

1. The register of members and share transfer books shall remain closed from Friday September 19, 2025 to Thursday September 25, 2025 (Both days inclusive) for the Annual General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.
3. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.



KAY CEE ENERGY & INFRA LIMITED

6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. Members desiring any information as regards to the accounts are requested to write to the Company 10 days before the meeting so as to enable the management to keep the information ready at the meeting.
8. Relevant documents referred to in the Notice, statutory registers will be available for inspection by the members at the Registered Office of the Company during normal business hours between 11:00 am to 2:00 pm on all working days except Saturday and Sunday up to the date of the Annual General Meeting.
9. Members can inspect proxies lodged with the company during the period from 24 hours before the conclusion of the meeting by giving notice, in writing, at least three days in advance.
10. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility in addition to the poll voting for the Annual General Meeting.
11. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2025 is uploaded on the Company's website <https://kayceeenergy.com/> and can be accessed by the members from there.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, which allows the companies to send documents including annual reports and other intimation by an email. Therefore, members are requested to register their email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the company or Registrar and Transfer Agent.
13. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.



KAY CEE ENERGY & INFRA LIMITED

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent,

Bigshare Services Private Limited,
A-802, Samudra Complex, off C G Road,
Navrangpura, Near Girish Cold Drinks,
Ahmedabad 380009, Gujarat, India
Investor Grievance Email: bssahd@bigshareonline.com

15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz.:

Bigshare Services Private Limited,
A-802, Samudra Complex, off C G Road,
Navrangpura, Near Girish Cold Drinks,
Ahmedabad 380009, Gujarat, India
Investor Grievance Email: bssahd@bigshareonline.com

16. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

17. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting). The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote



KAY CEE ENERGY & INFRA LIMITED

by remote e-voting shall be able to exercise their right at the meeting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed **Mr. Himanshu Surendrakumar Gupta** of **M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, Ahmedabad**, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday September 22, 2025 at 09:00 A.M. and ends on Wednesday, September 24, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record

date (cut-off date) i.e. Thursday September 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday September 18, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on |





with NSDL.

registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

| | |
|---|---|
| | <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
|--|---|

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes

on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to himanshushkgupta@live.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



KAY CEE ENERGY & INFRA LIMITED

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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

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

General Instructions:

- a. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://kayceeenergy.com/> within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the NSE Limited.



KAY CEE ENERGY & INFRA LIMITED

10. Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below.

Item no 3: To appoint the Secretarial Auditor of the Company.

Pursuant to the recent amendments notified in Regulation 24A by way of SEBI(LODR) (third amendment) Regulations, 2024, with effect from 1st April, 2025, the Company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 29th August, 2025 proposed to appoint M/s HM and Associates, Practicing Company Secretaries, Ahmedabad (Firm Number: P2025GJ103300) (Peer Review No. 6925/2025), as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of five consecutive years beginning from 1st April 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

The Secretarial Auditor confirms that they hold a valid peer review certificate issued by the Institute of Company Secretaries of India and that they have not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

HM and Associates have given its consent to act as the Secretarial Auditor of the Company and has also confirmed that they hold a valid peer review certificate issued by Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as the Secretarial Auditor.

The Board of Directors recommends passing of Ordinary Resolution as contained in item no. 03 of the notice.

None of the Directors or KMPs of the Company or their relatives, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Item no 4: To revise the remuneration of Mrs. Shalini Jain (Din: 07071215), Whole time director, of the company:

Mrs. Shalini Jain (Din: 07071215) was appointed as the Whole time Director of the Company for a period of five (5) years commencing from September 22, 2023 to September 21, 2028, as per the approval granted by the shareholders.

In view of Mrs. Shalini Jain extensive experience of more than 8 years in management and the increased responsibilities entrusted to her, the Board of Directors, on the



KAY CEE ENERGY & INFRA LIMITED

recommendation of the Nomination and Remuneration Committee, has approved the revision in her remuneration for the remaining tenure of her appointment, i.e., from the Financial Year 2025-26.

The Company shall pay Mrs. Shalini Jain, Whole time Director, a revised basic gross salary not exceeding Rs. 72,00,000/- (Rupees Seventy-two Lakhs only) per annum. Mrs. Shalini Jain shall also be entitled to reimbursement of expenses incurred during the course of official duties, subject to approval by the Board of Directors from time to time.

The remuneration of the Whole time Director referred above is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole time Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval. In the event of absence or inadequacy of profit, the Whole Time Director shall be entitled to remuneration mentioned above exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 4 of this Notice for the approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Mrs. Shalini Jain, Mr. Lakendra Jain and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

A statement along with a notice calling the general meeting is given to the shareholders containing the following information, namely: -

| I. General information: | | | |
|---|---|-------------------------|-----------------------|
| (1) Nature of industry | The company is into the business of services related to electricals like Emergency Restoration System, Overhead transmission lines, Transmission Line using Monopoles, Laying of power transmission lines and Underground Electric Transmission Lines and its related devices and products. | | |
| (2) Date or expected date of commencement of commercial production | The Company was incorporated on 23/01/2015 under the Companies Act, 2013 and the business was commenced since then. | | |
| (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 | Sr. No. | Particulars | (Rs. in lakhs) |
| | 1. | Income for the year | 15,316.94 |
| | 2 | Profit before Interest, | 1,220.31 |

KAY CEE ENERGY & INFRA LIMITED

| | | | |
|---|---|--|----------|
| | | Depreciation and Tax | |
| | 3 | Finance Charges | 473.03 |
| | 4 | Depreciation | 8.76 |
| | 5 | Profit before Taxes | 12.86 |
| | 6 | Provisions for Taxation/ Deferred Tax | 569.80 |
| | 7 | Net Profit/(Loss) for the Current Year | 1,706.20 |
| (5) Foreign investments or collaborations, if any. | N.A. | | |
| II. Information about the appointee: | | | |
| (1) Background details | Mrs. Shalini Jain, aged 47 years, is the Whole-time Director, Chief Financial Officer and Promoter. She holds Bachelor's Degree in Business Administration and M.A in Hindi Literature from Devi Ahilya Vishwavidyalaya, Indore. She has more than 8 years of experience in management. | | |
| (2) Past remuneration | Mrs. Shalini Jain has drawn Rs. 60,00,000/- (Rupees Sixty lakhs) as Salary from the company in the financial year 2023-2024. | | |
| (3) Recognition or awards | NA | | |
| (4) Job profile and his suitability | Mrs. Shalini Jain, aged 47 years, is the Whole-time Director, Chief Financial Officer and Promoter. She holds Bachelor's Degree in Business Administration and M.A in Hindi Literature from Devi Ahilya Vishwavidyalaya, Indore. She has more than 8 years of experience in management. | | |
| (5) Remuneration proposed | Basic Gross Salary not exceeding Rs. 72,00,000/- (Rupees Seventy-two Lakhs only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time | | |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of Mrs. Shalini Jain, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies. | | |
| (7) Pecuniary relationship directly or indirectly with the company, or relation | Mrs. Shalini Jain holds directorship of the company and has 1,08,500 equity shares of the | | |

| | |
|---|--|
| with the managerial personnel, if any. | company which amounts to 0.89% holding of the Company. Further, Mr. Lokendra Jain, Managing Director and Chairman of the company is husband of Ms. Shalini Jain. |
| III. Other information: | |
| (1) Reasons of loss or inadequate profits | The company has registered decent amount of profits and thus, this clause is not applicable. |
| (2) Steps taken or proposed to be taken for improvement | NA. |
| (3) Expected increase in productivity and profits in measurable terms | Company is expecting atleast 20-30% increment in the profitability of the company in the next 1-2 years. |

Item no 5: To revise the remuneration of Mr. Lokendra Jain (Din: 07071212), Managing Director, of the company:

Mr. Lokendra Jain (Din: 07071212) was appointed as the Managing Director of the Company for a period of five (5) years commencing from September 22, 2023 to September 21, 2028, as per the approval granted by the shareholders.

In view of Mr. Lokendra Jain extensive experience of more than 28 years in Engineering, Procurement and Construction (EPC) Contracts, Extra High-Voltage (EHV) Lines in the area of power transmission and energy sector and the increased responsibilities entrusted to him, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision in his remuneration for the remaining tenure of his appointment, i.e., from the Financial Year 2025-26.

The Company shall pay Mr. Lokendra Jain (Din: 07071212), Managing Director, a revised basic gross salary not exceeding Rs. 3,00,00,000/- (Rupees Three Crores only) per annum. Mr. Lokendra Jain shall also be entitled to reimbursement of expenses incurred during the course of official duties, subject to approval by the Board of Directors from time to time.

The remuneration of the Managing Director referred above is exceeding the limits of 5% of the annual net profits of the Company and the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together in accordance with this Special Resolution of shareholder's approval. In the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned above exceeding the overall maximum remuneration specified in Table A of Section II of Schedule V to the Companies Act, 2013.

The Board recommends the resolution set out at Item No. 5 of this Notice for the approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company except Mrs. Shalini Jain, Mr. Lokendra Jain and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

KAY CEE ENERGY & INFRA LIMITED

| | | | |
|---|---|--|-----------------------|
| I. General information: | | | |
| (1) Nature of industry | The company is into the business of services related to electricals like Emergency Restoration System, Overhead transmission lines, Transmission Line using Monopoles, Laying of power transmission lines and Underground Electric Transmission Lines and its related devices and products. | | |
| (2) Date or expected date of commencement of commercial production | The Company was incorporated on 23/01/2015 under the Companies Act, 2013 and the business was commenced since then. | | |
| (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 | Sr. No. | Particulars | (Rs. in lakhs) |
| | 1. | Income for the year | 15,316.94 |
| | 2 | Profit before Interest, Depreciation and Tax | 1,220.31 |
| | 3 | Finance Charges | 473.03 |
| | 4 | Depreciation | 8.76 |
| | 5 | Profit before Taxes | 12.86 |
| | 6 | Provisions for Taxation/ Deferred Tax | 569.80 |
| | 7 | Net Profit/(Loss) for the Current Year | 1,706.20 |
| (5) Foreign investments or collaborations, if any. | N.A. | | |
| II. Information about the appointee: | | | |
| (1) Background details | Mr. Lokendra Jain 51 years old, has more than 29 years of specialized experience in Engineering, Procurement and Construction (EPC) Contracts, Extra High-Voltage (EHV) Lines in the area of power transmission and energy sector. | | |
| (2) Past remuneration | Mr. Lokendra Jain has drawn Rs. 2,40,00,000/- (Rupees Two Crore Forty lakhs Only) as Salary from the company in the financial year 2023-2024. | | |
| (3) Recognition or awards | NA | | |
| (4) Job profile and his suitability | Mr. Lokendra Jain 51 years old, has more than 29 years of specialized experience in Engineering, Procurement and Construction | | |

| | |
|---|---|
| | (EPC) Contracts, Extra High-Voltage (EHV) Lines in the area of power transmission and energy sector. |
| (5) Remuneration proposed | Basic Gross Salary not exceeding Rs. 3,00,00,000/- (Rupees Three Crores only) per annum (inclusive of all salary, perquisites, benefits, incentives and allowances). The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of Mr. Lokendra Jain, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies. |
| (7) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any. | Mr. Lokendra Jain holds directorship of the company and has 75,72,000 equity shares of the company which amounts to 61.94% holding of the Company. Further, Ms. Shalini Jain, Whole-time Director and CFO of the company is the spouse of Mr. Lokendra Jain. |
| III. Other information: | |
| (1) Reasons of loss or inadequate profits | The company has registered decent amount of profits and thus, this clause is not applicable. |
| (2) Steps taken or proposed to be taken for improvement | NA. |
| (3) Expected increase in productivity and profits in measurable terms | Company is expecting atleast 20-30% increment in the profitability of the company in the next 1-2 years. |

Item no 6: Appointment of Ms. Sawari Tushar Mehta (DIN: 10627638) as Non-Executive Independent Director of the Company.

The Board of Directors, at its meeting held on August 01, 2025, appointed Ms. Sawari Tushar Mehta (DIN: 10627638) with effect from August 01, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Ms. Sawari Tushar Mehta as an Independent

Director will be for a term of 5 (five) consecutive years from August 01, 2025, subject to approval of the members of the Company.

Ms. Sawari Tushar Mehta is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Sawari Tushar Mehta that She meets the criteria of independence under Section 149(6) of the Act and that She is not debarred from holding



KAY CEE ENERGY & INFRA LIMITED

the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature Ms. Sawari Tushar Mehta for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Ms. Sawari Tushar Mehta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Sawari Tushar Mehta is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Ms. Sawari Tushar Mehta brings with her over 12 years of extensive experience in data analytics, fraud prevention, and global operations. She has built up substantial standing and relationship capital in the industry will immensely benefit the Company. In view of the above, appointment of Ms. Sawari Tushar Mehta as an Independent Director is in the interest of the Company.

Details of Ms. Sawari Tushar Mehta pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the table below. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Ms. Sawari Tushar Mehta as an Independent Director requires approval of the members of the Company.

Accordingly, approval of the members is sought for appointment of Ms. Sawari Tushar Mehta as an Independent Director of the Company by way of special resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Ms. Sawari Tushar Mehta.

Item no 7: Ratification of Remuneration of the Cost Auditors for the Financial Year Ending On 31st March, 2026.

The Board in its meeting held on 02nd September 2025, on the basis of recommendation of the Audit Committee, has approved the appointment and recommended remuneration of Cost Auditor, M/s. Vinay Kant Pareek & Co., Cost Accountants (Firm Registration No.101035) Jaipur to conduct the audit of the cost records maintained by the Company for financial year ending on 31st March, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost



KAY CEE ENERGY & INFRA LIMITED

Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, as recommended by the Audit Committee and approved by the Board of Directors, is subject to the ratification by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at Item no. 7 of the Notice, except to the extent of their shareholding in the company.

The Board recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the members.

Registered Office:

: G-249, Indraprastha Industrial Area,
Road No. 5, Opposite Pashan Bhawan
Talwandi Kota, Kota, Rajasthan- 324005

**By Order of the Board of Directors of
Kay Cee Energy and Infra Limited**

Date: 02nd September, 2025

**Sd/-
Lokendra Jain
Chairman and Managing Director
DIN: 07071212**

ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Information about the directors who are proposed to be appointed/ re-appointed at the 11th Annual General Meeting as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.

| | | |
|--|---|---|
| Particulars | Shalini Jain | Sawari Tushar Mehta |
| Director Identification Number. | 07071215 | 10627638 |
| Date of Birth | 23/11/1977 | 15/09/1990 |
| Age. | 47 yrs. | 34 yrs. |
| Educational Qualification. | Post Graduate | Post Graduate-Master of Science |
| Experience (No. of Years) | More than 08 Yrs. | More than 12 Yrs. |
| Business field in which Experience. | General Management | Data analytics, fraud prevention, and global operations. |
| Brief Resume | Mrs. Shalini Jain extensive experience of more than 8 years in management. | Ms. Sawari Tushar Mehta has over 12 years of extensive experience in data analytics, fraud prevention, and global operations. |
| Date of Appointment as Director in the Company. | 23/01/2015 | 01/08/2025 |
| Directorship held in any other Company. | Nil | Kipato Private Limited |
| Member of any Committees of the Directors in the Company. | Stakeholder Relationship Committee Corporate Social Responsibility Committee | Nil |
| Member of any committees of the Directors in other Companies with names of the Company. | Nil | Nil |
| Member of any Trade Association/ Charitable Organization/ NGOs etc. | Nil | Nil |
| Shareholding in Company as on September 02, 2025 | 1,08,500 equity shares | Nil |



KAY CEE ENERGY & INFRA LIMITED

| | | |
|---|---|---|
| Remuneration paid or sought to be paid | Paid Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum. | Not exceeding Rs. 12,500/- per meeting. |
| Relationship with other Directors/KMPs | Nil | Nil |
| No. of meetings attended during the year | 2 out of 2 Meetings | 2 out of 2 Meetings |