



26 August 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 543260

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
NSE Symbol: STOVEKRAFT

Dear Sir / Madam,

Subject: Notice of Annual General Meeting, Record Date and E-voting

Notice of AGM: This is to inform you that the 25th Annual General Meeting (AGM) of the members of Stove Kraft Limited is scheduled to be held on Friday, 20 September 2024 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Notice of the AGM is attached.

The soft copy of the Annual Report for FY2023-24 comprising the Notice of the AGM, financial statements for the financial year ended 31 March 2024, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent to the stock exchanges and the members of the Company whose email addresses are registered with the Depository Participant(s).

Record date for Dividend and AGM: The Company has fixed Friday, 13 September 2024 as the 'Record Date' for the purpose of determining the members entitled to attend the AGM and receive dividend of Rs. 2.50 per Equity Share of Rs. 10 each (i.e. 25%) for FY2023-24. The dividend on equity shares, if declared, at the AGM will be paid to the members within thirty days from the date of AGM.

E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure

Stove Kraft Limited

Registered Office : 81/1, Harohalli Industrial Area, Harohalli Hobli,
kanakapura Taluk Ramanagara District, Bengaluru, Karnataka, India - 562112

Corporate Office : No.30, 2nd Cross, CSI Compound, Mission Road, Bengaluru - 560027





Requirements) Regulations, 2015 the Company is providing to its members the facility to exercise their right to vote on resolutions proposed to be considered at the said 25th AGM by electronic means ("e-voting"). Detailed instructions for e-voting are given in the Notice of AGM. The e-voting period commences on 17 September 2024 (9.00 A.M.) and ends on 19 September 2024 (5.00 P.M.). During this period the members of the Company, holding shares as on the cut-off date of 13 September 2024 may cast their votes through e-voting facility being provided by KFin Technologies Limited, the Company's RTA.

This is for your information and record please.

Thanking you,

Yours faithfully,
For Stove Kraft Limited

Shrinivas P Harapanahalli
Company Secretary & Compliance Officer

Stove Kraft Limited

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kanakapura Taluk Ramanagara District, Bengaluru, Karnataka, India - 562112

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STOVE KRAFT LIMITED

Registered Office: #81/1, Medamaranahalli Village, Harohalli Hobli, Kanakapura Taluk, Ramanagara District, Karnataka, 562112, CIN: L29301KA1999PLC025387 Phone No.: +91 80-28016222
E-mail: cs@stovekraft.com Website: www.stovekraft.com

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of Stove Kraft Limited will be held on Friday, 20th September 2024 at 11.00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company consisting of Balance Sheet as at 31 March 2024, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date including notes thereto together with the Reports of the Board of Directors and Auditors thereon, already circulated to the members and now submitted to this meeting be and are hereby received and adopted.”

2. To declare Dividend on Equity Shares and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED that a Dividend of ₹ 2.50 per Equity Share of INR 10 each (i.e.,25%) for the financial year ended 31 March 2024, as recommended by the Board of Directors at its meeting held on 24 May 2024, be and is hereby declared.”

3. To appoint a Director in place of Mrs. Neha Gandhi, Executive Director, who retires by rotation and being eligible has offered herself for reappointment and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Neha Gandhi (holding DIN 07623685) who retires in accordance with the provisions of the Companies Act, 2013 and has offered herself for reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. G S & Associates, Cost Accountants as Cost Auditors and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost 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 M/s. G S & Associates,(Firm Registration number:00301), Cost Auditors, to conduct the audit of Cost Records of the Company for the financial year ending 31 March 2025, as recommended by the Audit Committee and approved by the Board of Directors of the Company, amounting ₹ 1,25,000 plus applicable taxes and out of the pocket expenses incurred for conducting the aforesaid audit, be and hereby ratified and confirmed”.

5. To reappoint Mr. Rajendra Gandhi as Managing Director of the Company and in this regard pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196,197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the

Articles of Association of the Company, and upon recommendations of Nomination Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the members be and is hereby accorded for the reappointment of Mr. Rajendra Gandhi (holding DIN:01646143) as Managing Director of the Company for a further period of five (5) years with effect from 17 March 2025, not liable to retire by rotation, on such terms and conditions and at such remuneration, as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER that pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay the remuneration as detailed in the Statement pursuant to Section 102 of the Act annexed hereto as minimum remuneration to Mr. Gandhi in any financial year, in which the Company has no profit or the profit is inadequate.

RESOLVED FURTHER that the Company be and is hereby authorized to pay remuneration to Mr. Gandhi, as detailed in the Statement pursuant to Section 102 of the Act annexed hereto which may exceed the limits as specified in Regulation

17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER that the Nomination and Remuneration Committee and the Board of Directors of the Company shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise and/or change the terms and conditions of the appointment and remuneration of Mr. Gandhi from time to time as may be deemed appropriate.

RESOLVED FURTHER that any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary to give effect to this resolution."

By Order of the Board

Shrinivas P Harapanahalli
Company Secretary &
Compliance Officer
(Membership No. A26590)

Place: Bangalore
Date: 10 August 2024

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4:

Ratification of remuneration of the Cost Auditors

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the reappointment and remuneration of M/s. GS & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2024-25.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the financial year 2024-25 as set out in the Resolution for the aforesaid services to be rendered by them. The Board of Directors has recommended the resolution set out at Item No. 4 of the Notice for approval of the members at the ensuing AGM.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the aforesaid resolution.

Item No. 5:

Reappointment of Managing Director

At the Annual General Meeting (AGM) held on 24 September 2020, Mr. Rajendra Gandhi, (holding DIN 01646143) was reappointed as the Managing Director of the Company for a period of five years with effect from 17 March 2020 till 16 March 2025.

Proviso to Section 196(2) of the Companies Act, 2013 provides that the reappointment of Managing Director may be done one year before the expiry of his term. The Board of Directors on recommendation of Nomination and Remuneration Committee at its meeting held on 10 August 2024 has approved the reappointment and remuneration of Mr. Rajendra Gandhi, as Managing Director for a period of five years from 17 March 2025 to 16 March 2030, subject to the approval of shareholders at AGM.

Mr. Rajendra Gandhi, aged 56, is the esteemed promoter and founder of Stove Kraft Limited. He has over 23 years of industry experience. Mr. Gandhi's visionary leadership and remarkable achievements have been instrumental in driving Stove Kraft's growth and success. With his entrepreneurial acumen, he has

built Stove Kraft to become one of the leading brands for kitchen appliances in India. His strategic insights and unwavering commitment have not only elevated the company's market presence but also fostered a culture of innovation and excellence. As the Managing Director, Mr. Gandhi continues to inspire and lead Stove Kraft towards new milestones, ensuring sustainable growth and long-term success for the company and its stakeholders. He is closely involved in the day-to-day affairs of the Company and is instrumental in promoting Stove Kraft's culture of innovation.

The Board is of the opinion that Mr. Rajendra Gandhi possesses the requisite expertise, experience and competency to take the Company to new heights.

Mr. Rajendra Gandhi has given the consent and other declarations to the Company, affirming that he is not disqualified from being appointed as a Managing Director under the applicable provisions of the Companies Act, 2013 and is also not debarred from holding the office of Director pursuant to any order issued by the SEBI or any other authority.

The terms and conditions of Mr. Rajendra Gandhi's remuneration effective from 17 March 2025 in accordance with the Nomination and Remuneration Policy of the Company are as under:

- (i) Basic Salary: ₹ 63,76,464 per annum. The annual increment, in accordance with the Nomination and Remuneration Policy of the Company, will be effective from 01 April 2026 and thereafter every year from 01 April.
- ii) House Rent Allowance: 40% of the basic salary.
- iii) Bonus: ₹ 5,31,156 per annum.
- iv) Perquisites & Allowances: Conveyance Allowance, Medical Allowance, Helper Allowance, Uniform allowance, Children Education Allowance, LTA, Books & Periodical, Fuel Allowance & Maintenance, Other Allowance, as per the applicable policies or as may be agreed to between the Company and Mr. Gandhi.
- v) Retirement benefits: Contribution to Provident Fund as per the Company's policy. Gratuity to be paid in accordance with Payment of Gratuity Act, 1972 and encashment of leave at the end of tenure.

The Board shall be entitled to add, alter or vary any of the foregoing terms of remuneration, benefits or perquisites of the Managing Director within the

overall ceiling on managerial remuneration prescribed under the Companies Act, 2013, or any statutory modification or re-enactment thereof.

Minimum Remuneration: Where in any financial year during the term of the Managing Director, the Company has no profit or its profit is inadequate, the Company will pay remuneration specified herein above as minimum remuneration, subject to the requisite approvals, if any.

It is proposed to pass this resolution as a Special Resolution, in order to enable the Company to pay the above remuneration to Mr. Gandhi which may be in excess of the limits as specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The statement as required under Section II, Part II of Schedule V of the Companies Act, 2013 with reference to aforesaid item is given below:

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:

(1) Nature of industry	Manufacturer of kitchen and home appliances
(2) Date of commencement of commercial production	28 June 1999
(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	

Particulars	₹ in million		
	FY2023-24	FY2022-23	FY2021-22
Revenue from Operations	13,643.30	12,838.47	11,363.59
EBITDA (Earnings before interest, tax, depreciation and amortization)	1,188.67	954.97	932.73
Profit before tax	455.51	472.80	625.4
Net Profit	341.35	357.70	562.15

(5) Foreign investments or collaborations, if any. Not Applicable

II. Information about the appointee:

(1) Background details	Mr. Rajendra Gandhi, is the Promoter and Managing director of the Company and has extensive experience in the manufacturing and marketing of kitchen and home appliances.
(2) Past remuneration	The details of remuneration paid to Mr. Rajendra Gandhi during the last three financial years were as under: FY2023-24: He was paid remuneration of ₹ 1,35,40,189/- during the financial year ended 31 March 2024. FY2022-23: He was paid remuneration of ₹ 1,36,94,825 /- during the financial year ended 31 March 2023. FY2021-22: He was paid remuneration of ₹ 1,06,00,000/ during the financial year ended 31 March 2022.
(3) Recognition or awards	-
(4) Job profile and his suitability	Mr. Rajendra Gandhi will continue to devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the company.
(5) Remuneration proposed	Details are given in the Statement pursuant to Section 102 of the Act.

(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)	The remuneration payable to Mr. Rajendra Gandhi has been benchmarked with remuneration being drawn by similar positions in the industry and has been approved by the Nomination and Remuneration Committee at its meeting held on 10 August 2024.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Father of Mrs. Neha Gandhi, Executive Director and Spouse of Mrs. Sunita Rajendra Gandhi, Non-Executive Director.
(8) Directorships held in other public companies (excluding foreign companies and Section 8 Companies)/Limited liability partnership	Nil
(9) Memberships/ chairmanships of Committee of other Public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Shareholding in the Company as on 31st March 2024	1,82,69,115 shares (55.27%)

III. Other information:

(1) Reasons of loss or inadequate profits	Not Applicable
(2) Steps taken or proposed to be taken for improvement	Not Applicable
(3) Expected increase in productivity and profits in measurable terms	Not Applicable

Although the Company has shown growth and profit from its operations over the past years and is expected to consistently earn profits in the coming years also, it is proposed to pass the resolution given at Item No. 5 of this Notice as a Special Resolution, in order to enable the Company to pay the remuneration detailed above as minimum remuneration to Mr. Gandhi in the eventuality of loss/inadequacy of profits in any financial year during his tenure in terms of the provisions of Section II, Part II of Schedule V of the Companies Act, 2013.

IV. Disclosures:

The remuneration package of the managerial personnel has been described in the statement pursuant to section 102 of the Act and the same will also be provided in the Corporate Governance Reports of the subsequent years.

The details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting is set out as annexure in this notice.

Mr. Gandhi is not related to any Director or Key Managerial Personnel of the Company or their relatives except his spouse Mrs. Sunita Rajendra Gandhi, Non-Executive director and his daughter Mrs. Neha Gandhi, Executive Director.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed appointment. This explanatory statement may also be regarded as a disclosure pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure to Item No. 3 and 5

Details of Directors seeking reappointment at the forthcoming AGM [as per provisions of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings].

ANNEXURE

Name of the Director	Mrs. Neha Gandhi	Mr. Rajendra Gandhi
DIN	07623685	01646143
Age (years)	31	56
Nationality	Indian	Indian
Date of appointment on the Board	30 September 2016	28 June 1999
Qualifications	<ul style="list-style-type: none"> Bachelor's degree in Business administration from Christ University. Post graduate certificate Programme in Sales and Marketing Management from MICA (formerly Mudra Institute of Communications, Ahmedabad) 	SSLC
Expertise in specific functional area	Specialization in Sales and Marketing	A first generation entrepreneur with extensive experience in manufacturing, distribution, sales and marketing especially in Kitchen and Home Appliance Sector.
Number of shares held in the Company including Shareholding as beneficial owner	1	1,82,69,115 (As on 31 March 2024, 27,00,000 shares are pledged)
Directorships held in other public companies (excluding foreign companies and Section 8 companies)/ Limited Liability Partnership.	Nil	Nil
Number of Board Meetings attended during the year 2023-24	4/4	4/4
Memberships / Chairmanships of committees of other public companies along with Listed Entities from which the person has resigned in the past three years	Nil	Nil
Resignation from listed entities in the past three years	Nil	Nil
Relationships between Directors interse	Daughter of Rajendra Gandhi and Mrs. Sunita Rajendra Gandhi.	Spouse of Mrs. Sunita Rajendra Gandhi and father of Mrs. Neha Gandhi.
Terms and Conditions of Appointment	As per resolution passed by the shareholders at the AGM held on 31 August 2021.	Please refer statement pursuant to Section 102 in notes to AGM.
Remuneration details	Please refer Corporate Governance Report.	

Notes:-

1. General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, September 25, 2023 and all other relevant circulars (collectively called as the 'MCA Circulars') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 25th AGM of the Company is being conducted through Video Conferencing (VC)/Other audio visual means (OAVM) facility, without the physical presence of Members at a common venue. The deemed venue for the 25th AGM shall be the Registered Office of the Company. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (the "Act"), in respect of the Special Business under Item nos. 4 and 5 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/re-appointment at this AGM is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
5. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company ("RTA"), shall be providing facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of up to 1,000 members on a first-come-first-serve basis. The members (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, scrutinizers etc., can attend the AGM without any restriction on account of first-come-first-serve principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in annexure enclosed hereto.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and cast vote at the AGM held through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal provided by RTA.
7. In case of joint holders attending the Meeting, only first holder will be entitled to vote.
8. Dividend:
 - (a) The Dividend on equity shares, if declared, at the AGM will be credited / despatched within thirty days from the date of AGM to those members whose names appear on the Company's Register of Members as on record date i.e., 13 September 2024. In respect of the shares held in dematerialised form the dividend will be paid to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on record date i.e., 13 September 2024. In case of joint holders only the first holder will be entitled to receive dividend.

- (b) Members holding shares in electronic form may note that the bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes need to be advised by the members directly to the Depository Participants (DPs) with whom they are maintaining a demat account.
- (c) Non-Resident Indian (NRI) members are requested to inform their DPs immediately about:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their PAN and bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier, to facilitate payment of dividend.
- (d) The members may note that in case their dividend payments for seven consecutive years remain unclaimed then not only such unclaimed / unpaid dividend amount but also the underlying shares will be liable for transfer to Investor Education and Protection Fund constituted by Government of India in this regard.
- (e) **Tax on Dividend:** Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. 01 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN their DPs.

A Resident individual shareholder holding PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non – deduction of tax at source by email to einward.ris@kfintech.com copy marked to tharani.priya@stovekraft.com by 13 September 2024. Shareholders are requested to note that in

case their PAN is not registered, the tax will be deducted at such higher rate as may be prescribed by Income Tax department.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com and tharani.priya@stovekraft.com. The aforesaid declarations and documents need to be submitted by the shareholders by 13 September 2024.

9. The Company has appointed BMP Mr. Pramod S M, Company Secretary in Practice (MNo. FCS7834, CPNo.13784) and failing him Mr. Biswajit Ghosh (MNo. FCS8750, CPNo. 8239), Partners of BMP & Co. LLP, Company Secretaries, to act as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.
10. **Voting:** All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date 13 September 2024, shall only be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at AGM.
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 25th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- Therefore, those members, whose email addresses are not updated / registered with the Company or with their respective DPs, and who wish to receive the Notice of the AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address updated / registered by contacting their respective DPs.
12. Members may also note that the Notice of this AGM and the Annual Report for the year 2023-24 will also be available on the Company's website www.stovekraft.com for download. The same will also be available on the websites of the Stock

Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://evoting.kfintech.com/>. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for Financial Year 2023-24 are being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs unless the Members have requested for a physical copy of the same.

13. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., 20 September 2024. Members seeking to inspect such documents can send an email to cs@stovekraft.com.
14. Members seeking any information with regard to accounts or operations are required to write to

the Company at least seven days prior to the date of Meeting, so as to enable the Investors Relations team to keep the information ready.

15. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
16. Members holding shares in Demat mode are requested to update any change in their residential address, Bank A/c details and/or email address immediately to their respective DPs.
17. Shareholders' Communication: Members are requested to send all communications relating to shares or dividend to the Registrar and Share Transfer Agents at the following address:

KFin Technologies Ltd.
Selenium, Tower B Plot No. 31-32,
Financial District Nanakramguda,
Srilingampally, Rengareddi,
Hyderabad, Telangana, 500032,
Toll Free No : 1-800-309-4001

Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the AGM through VC, and for e-voting during the AGM

1. Any person who becomes a Member of the Company after sending this Notice of AGM but on or before the cut-off date viz. 13 September 2024 can access the notice of AGM along with the Annual report for the financial year 2023-24 on the website of the Company www.stovekraft.com and website of stock exchanges i.e., BSE Limited <https://www.bseindia.com/> and National Stock Exchange of India Limited <https://www.nseindia.com/> and on the website of RTA at <https://evoting.kfintech.com/>.
2. Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-voting instructions could not be served or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided in the above-mentioned link to capture

the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, please write to einward.ris@kfintech.com.

3. INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its Members. The facility of casting votes by a Member using a remote e-voting system before the AGM as well as during the AGM will be provided by Company's RTA -KFin Technologies Ltd.

- i. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFin e-Voting system in case of non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- 1) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the Company's name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period.
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Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login, the Easi/ Easiest user will be able to see the e voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e- voting period. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/home/login . Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from the e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . 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 e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholder login through their demat accounts / Website of DPs	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on eVoting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance: Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Email : helpdesk.evoting@cdslindia.com Contact No. : 022- 23058738 / 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Email : evoting@nsdl.co.in Toll free no. : 1800 1020 990 / 1800 22 44 30

Details on Step 2 are mentioned below:

Instructions for institutional members holding shares in demat mode

- Initial password is provided in the body of the email.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Stove Kraft Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution,

enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/ or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/ institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/ are authorised to vote, to the Scrutinizer through e-mail at pramod@bmpandco.com and biswajit@bmpandco.com with a copy marked to einward.ris@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections/ E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for evoting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below:

Mr. Shyam Kumar,
 Senior Manager - Corporate Registry
 KFin Technologies Limited
 (Formerly KFin Technologies Private Limited)
 Unit: Stove Kraft Limited
 Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda, Hyderabad -
 500 032, Contact No.: 040-6716 2222 / Toll Free
 No.: 1-800-3094-001
 E-mail: Einward.ris@kfintech.com

OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:

- a) The remote e-voting facility will be available during the following period:

Start date and time	17 September 2024
End date and time	19 September 2024

- b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
- c) In case of any query pertaining to e-voting, please refer Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-394-001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

INSTRUCTION FOR E-VOTING AT AGM

- a) Only those members who will be present in the AGM through video conference facility and have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
- c) Upon declaration by the Chairperson about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
- d) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- e) The facility of Instapoll will be available during the time not exceeding 15 minutes from the commencement of e- voting as declared by the Chairman at AGM and can be used for voting only by those Members who hold shares as on the

cut-off date viz. 13 September 2024 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM:

- a) Members will be able to attend the AGM through VC/OAVM provided by RTA at <https://emeetings.kfintech.com/> by clicking on the tab 'video conference' and using their remote e-voting login credentials shared through email. The link for AGM will be available in the Member's login where the event and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned above.
- b) Members are encouraged to join the meeting through Laptops with Google Chrome for a better experience.
- c) Further, members will be required to use the camera, if any, and hence it is recommended to use the internet with good speed to avoid any disturbance/glitch/garbling, etc. during the meeting.
- d) While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. The use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- e) Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from 14 September 2024 at 09.00 a.m IST up to 17 September 2024 at 05.00 p.m IST. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM and the maximum time per speaker will be restricted to 3 minutes.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that questions of only those Members will be entertained/

considered who are holding shares of Company as on the cut-off date i.e., 13 September 2024.

- f) A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>
- g) Members who need technical or other assistance before or during the AGM can contact RTA by sending email to emeetings@kfintech.com or call at Helpline: 1800 3094 001 (toll-free).
- h) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

GENERAL INSTRUCTION FOR MEMBERS

- a) The Chairperson shall formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in this Notice of 25th AGM and shall also announce the start of the casting of the vote at AGM through the e-voting platform of our RTA - KFin Technologies Ltd and thereafter the e-voting at AGM will commence.
- b) The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect, who shall countersign the same and thereafter announce the results of the e-voting. The results declared along with the scrutinizer's report shall be placed on the Company's website at www.stovekraft.com/investors and the website of RTA at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Ltd. where the shares of the Company are listed. The resolutions, if passed, shall be deemed to be passed at the AGM.

By Order of the Board

Shrinivas P Harapanahalli
Company Secretary &
Compliance Officer
(Membership No. A26590)

Place: Bangalore
Date: 10 August 2024