

01 August 2023

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 of the Company, Cut- off date and E voting

Notice of AGM: This is to inform you that the 24th Annual General Meeting (AGM) of the members of Stove Kraft Limited is scheduled to be held on Saturday, 26 August, 2023 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 the financial year 2022-23 comprising the Notice of the AGM and the financial statements for the financial year ended 31 March 2023, 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).

Cut-Off Date for AGM: The Company has fixed Saturday, 19 August 2023 as the “Cut-Off Date” for the purpose of determining the members entitled to attend the AGM and to vote electronically on the resolutions as detailed in the said Notice 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 Requirements) Regulations, 2015 the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be considered at the said 24th AGM by electronic means (“e-voting”). Detailed instructions for e-voting are given in the Notice of AGM. The e-voting period commences on 23 August 2023 (9.00 A.M.) and ends on 25 August 2023 (5.00

Stove Kraft Limited

#81/1 Medamaranahalli Village, Harohalli Hobli, Harohalli Industrial Area,
Kanakapura Taluk, Ramanagara District, Bengaluru, India - 562 112

+91 80 28016222 | +91 80 2801 6209 | info@stovekraft.com





P.M.). During this period the members of the Company, holding shares as on the cut-off date of 19 August 2023 may cast their votes through e-voting facility being provided by NSDL.

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

#81/1 Medamaranahalli Village, Harohalli Hobli, Harohalli Industrial Area,
Kanakapura Taluk, Ramanagara District, Bengaluru, India - 562 112

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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 80-2801622
E-mail: cs@stovekraft.com Website: www.stovekraft.com

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of Stove Kraft Limited will be held on Saturday, 26 August 2023 at 11.00 a.m. IST through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, 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 2023, 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 appoint a Director in place of Mr. Rajendra Gandhi, Managing Director, who retires by rotation and being eligible has offered himself for reappointment and in this regard pass the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Rajendra Gandhi (holding DIN 01646143) who retires in accordance with the provisions of the Companies Act, 2013 and has offered himself for reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

3. 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 and Companies (Cost Records and Audit) Rules (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 March 31, 2024, as recommended by the Audit Committee and approved by the Board of Directors of the Company, amounting to ₹ 1,00,000 plus applicable taxes and out of the pocket expenses incurred for conducting the aforesaid audit, be and is hereby ratified and confirmed.

4. To appoint Mr. Avinash Gupta (holding DIN 02783217) as a Non-Executive Independent Director and in this regard pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), Mr. Avinash Gupta (holding DIN 02783217) who was appointed by the Board of Directors on recommendation of Nomination and Remuneration Committee, as an Additional Non-Executive Independent Director with effect from 29 May 2023 on the Board of the Company and holds office up to the date of Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years from 29 May 2023 to 28 May 2028.

5. To appoint Mr. Natrajan Ramkrishna (holding DIN 06597041) as a Non-Executive Independent Director and in this regard pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), Mr. Natrajan Ramkrishna (holding DIN 06597041) who was appointed by the Board of Directors on recommendation of Nomination and Remuneration Committee, as an Additional Non-Executive Independent Director with effect from 29 May 2023 on the Board of Company and holds office up to the date of Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five years from 29 May 2023 to 28 May 2028.

6. To re-appoint Mrs. Shuba Rao Mayya (holding DIN 08193276) as a Non-Executive Independent Director and in this regard pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule

IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), Mrs. Shuba Rao Mayya (holding DIN 08193276) who holds office as a Non-Executive Independent Director up to 29 August 2023 and being eligible, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on 29 July 2023, not liable to retire by rotation, for a second term of five years from 30 August 2023 to 29 August 2028.

By Order of the Board

Shrinivas P Harapanahalli

Company Secretary &

Compliance Officer

(Membership No. A26590)

Place: Bengaluru, Harohalli

Date: 29 July 2023

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3: Ratification of remuneration of the Cost Auditors

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. G S & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24.

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 has 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 2023-24 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. 3 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. 4: Appointment of Mr. Avinash Gupta as a Non-Executive Independent Director

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on 29 May 2023 has appointed, Mr. Avinash Gupta (holding DIN 02783217), as an Additional Director in the category of Non-Executive Independent Director.

Mr. Gupta holds office up to the date of forthcoming Annual General Meeting and is eligible to be appointed as a Non-Executive Independent Director by the shareholders for a term of five years from 29 May 2023 to 28 May 2028. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Gupta, for the office of Director of the Company.

Mr. Gupta has given his consent to act as a Non-Executive Independent Director of the Company and has also furnished a declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per his declaration, he is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Avinash Gupta is independent of the management of the Company and he also fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director. The Board also opines that Mr. Avinash Gupta possess the desired integrity, expertise and experience (including the proficiency) that is required from him as a Non-Executive Independent Director. Brief profile of Mr. Avinash Gupta is given below:

Mr. Avinash Gupta, (holding DIN 02783217), is a highly experienced, execution-focused senior leader with a strong, global background and brings more than 3 decades of experience and a vast network of business relationships. Avinash has worked extensively in financial services including M&A, equity and debt financing, private equity placement and advisory across the EMENA and Asia.

Prior to joining Dun & Bradstreet in 2021, he worked with Rabo Equity Advisors where he was the Managing Director since 2018. Over the years, he has held various leadership positions including recently as Head of Deloitte India's Financial Advisory Services business. He has worked in senior positions across geographies and products in various institutions such as HSBC, UBS, Barings, Citibank, Falcon Capital, and Alpen Capital. In his initial years in the USA, he also worked as an equity analyst covering the Oil Services sector at Wedbush Morgan Securities (Los Angeles) and Howard Weil (New Orleans).

Mr. Gupta is an MBA from the A.B. Freeman School of Business, Tulane University (Deans List with full fellowship) and done a B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi.

He is member of the National Executive Committees of Federation of Indian Chambers of Commerce and Industry (FICCI) and Associated Chambers of Commerce and Industry of India (ASSOCHAM).

Draft of the letter of appointment to be issued to him setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company by any member during normal business

hours of the Company on any working day. The same has also been posted on the website of the Company.

The Board of Directors has accordingly recommended the resolution set out at Item Nos. 4 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

He is not related to any Director or Key Managerial Personnel of the Company or their relatives. Except Mr. Gupta, 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.

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.

**Item No. 5:
Appointment of Mr. Natrajan Ramkrishna a Non-Executive Independent Director**

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, at its meeting held on 29 May 2023 has appointed, Mr. Natrajan Ramkrishna (holding DIN 06597041) as an Additional Director in the category Non-Executive Independent Director.

Mr. Natrajan Ramkrishna holds office up to the date of forthcoming Annual General Meeting and is eligible to be appointed as a Non-Executive Independent Director by the shareholders for a term of five years from 29 May 2023 to 28 May 2028. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Natrajan Ramkrishna, for the office of Director of the Company.

Mr. Natrajan Ramkrishna has given his consent to act as a Non-Executive Independent Director of the Company and has also furnished a declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per his declaration, he is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Natrajan Ramkrishna is independent of the management of the Company and he also fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director. The Board also opines that Mr. Natrajan Ramkrishna possess the desired integrity, expertise and experience (including the proficiency) that is required from him as a Non-Executive Independent Director. Brief profile of Mr. Natrajan Ramkrishna is given below:

A qualified Chartered Accountant, Mr. Natrajan Ramkrishna has an experience of over forty years in the accounting profession focusing mainly on Generally Accepted Accounting Principles (GAAP), IFRS, IndAS and Auditing.

His areas of core competencies include Board and Corporate Governance Consulting, Financial Reporting, laying down Culture & Values Frameworks, Risk Management frameworks and Operational Excellence. He has extensive knowledge and experience in handling cultural integration.

Having worked with some large International Accounting firms he has gained immense experience with boards and committees as to laying down policy frameworks relating to Business Resilience and Continuity Planning.

He has a proven track record of work spread over various sectors focusing on Information Technology, Financial Services, FMCG Companies and Telecom. He has been a speaker at several conferences and professional forums.

Draft of the letter of appointment to be issued to him setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company by any member during normal business hours of the Company on any working day. The same has also been posted on the website of the Company.

The Board of Directors has accordingly recommended the resolution set out at Item Nos. 5 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

He is not related to any Director or Key Managerial Personnel of the Company or their relatives. Except Mr. Natrajan Ramkrishna, 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.

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.

**Item No. 6:
Reappointment of Mrs. Shuba Rao Mayya as a Non-Executive Independent Director**

The shareholders of the Company at the Extraordinary General Meeting held on 10 September 2018 had appointed Mrs. Shuba Rao Mayya (holding DIN 08193276) as a Non-Executive Independent Director for tenure of five years from 30 August 2018 to 29 August 2023.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Shuba Rao Mayya, being eligible, has offered herself for re-appointment. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and also on the basis of the outcome of her performance evaluation, at its meeting held on 29 July 2023 has reappointed Mrs. Shuba Rao Mayya as a Non-Executive Independent Director for a second term of five years from 30 August 2023 to 29 August 2028, subject to the approval of shareholders.

The Board is of view that Mrs. Shuba Rao Mayya has immensely contributed to the proceedings of the Board and its Committees, and further believes that her continued association would be of immense benefit to the Company. Therefore, it is desirable to continue to avail her services as a Non-Executive Independent Director for a second term. The skills, background and experience in the field of strategic planning, finance, accounts, audit, compliance, corporate governance, risk management etc., are aligned to the role and capabilities identified by the Nomination & Remuneration Committee.

Mrs. Shuba Rao Mayya has given consent to act as Non-Executive Independent Director of the Company and has also furnished a declaration to the Board of Directors that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per her declaration, she is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Shuba Rao Mayya is independent of the management of the Company and she also fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as a Non-Executive Independent Director. The Board also opines that Mrs. Shuba Rao Mayya possess the desired integrity, expertise, experience and proficiency that is required as a Non-Executive Independent Director. Brief profile of Mrs. Shuba Rao Mayya is given below:

Mrs. Shuba Rao Mayya holds a Bachelor's degree in Commerce from the University of Mumbai and is a Chartered Accountant with the Institute of Chartered Accountants of India. She has previously worked with ICICI Limited, ICICI Prudential Life Insurance Company Limited and Tata Consultancy Services Limited. She also serves as a Director on the board of Ace Manufacturing System Limited, Happiest Minds Technologies Limited, Ace Designers Limited, Le Travenues Technology Limited and Confirm Ticket Online Solutions Private Limited.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Shuba Rao Mayya, for the office of Director of the Company.

Draft of the letter of appointment to be issued to her setting out the terms and conditions of appointment is available for inspection at the Registered Office of the Company by any member during normal business hours of the Company on any working day. The same has also been posted on the website of the Company.

The Board of Directors has accordingly recommended the resolution set out at Item Nos. 6 of the Notice for approval of the members by way of Special Resolution at the ensuing AGM.

Mrs. Shuba Rao Mayya is not related to any Director or Key Managerial Personnel of the Company or their relatives. Except Mrs. Shuba Rao Mayya, 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.

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.

Annexure to Item No. 2, 4, 5 and 6 of the Notice

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| Name of the Director | Mr. Rajendra Gandhi | Mr. Avinash Gupta | Mr. Natrajan Ramkrishna | Mrs. Shuba Rao Mayya |
|---|---|--|---|--|
| DIN | 01646143 | 02783217 | 06597041 | 08193276 |
| Age (years) | 55 | 57 | 68 | 60 |
| Nationality | Indian | Indian | Indian | Indian |
| Date of appointment on the Board | 28 June 1999 | 29 May 2023 | 29 May 2023 | 30 August 2018 |
| Qualifications | SSLC | MBA from the A.B. Freeman School of Business, Tulane University (Deans List with full fellowship) and B.Tech. in Mechanical Engineering from the Indian Institute of Technology, BHU Varanasi. | Chartered Accountant | Bachelor's degree in Commerce and a Chartered Accountant |
| Experience and expertise in specific functional area | A first generation entrepreneur with extensive experience in manufacturing, marketing and distribution, especially in Kitchen and Home Appliance Sector | Extensive experience in financial services including M&A, equity and debt financing, private equity placement and advisory across the EMENA and Asia. | Expert in Board and Corporate Governance Consulting, Financial Reporting, laying down Culture & Values Frameworks, Risk Management frameworks, Operational Excellence and extensive knowledge and experience in handling cultural integration | Expert in the field of Finance, Accounts, Audit, Compliance, Corporate Governance, Risk Management etc. |
| Number of shares held in the Company including Shareholding as beneficial owner | 1,82,69,115 | Nil | Nil | Nil |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies)/Limited Liability Partnership. | Nil | <ol style="list-style-type: none"> Jupiter Wagons Limited Keventer Agro Ltd. | <ol style="list-style-type: none"> Solar industries India Limited Economic Explosives Limited Vastu Housing Finance Corporation Limited DTDC Express Limited India1 Payments Limited | <ol style="list-style-type: none"> Happiest Minds Technologies Limited ACE Manufacturing Systems Limited ACE Designers Limited Le Travenues Technology Limited |

| Name of the Director | Mr. Rajendra Gandhi | Mr. Avinash Gupta | Mr. Natrajan Ramkrishna | Mrs. Shuba Rao Mayya |
|---|--|--|--|---|
| Number of Board Meetings attended during the year 2022-23 | 5/5 | NA | NA | 5/5 |
| Memberships / Chairmanships of committees of other public companies along with Listed Entities from which the person has resigned in the past three years | Nil | Membership of Audit committee of Kenventer Agro Limited. | <ol style="list-style-type: none"> Chairman of Audit Committee of Vastu Housing Finance Corporation Limited Member of stakeholder committee of Solar Industries India Limited. | <ol style="list-style-type: none"> Chairman of Audit Committee of Ace Manufacturing Systems Ltd and Happiest Minds Technologies Limited. Member of Audit Committee of Le Travenues Technologies Limited and ACE Designers Limited. Member of Stakeholder's Relationship Committee of Le Travenues Technology Limited and Happiest Minds Technologies Limited |
| Listed Entities from which resigned in the past three years | Nil | Nil | Nil | Nil |
| Relationships between Directors inter-se | Spouse of Mrs. Sunita Rajendra Gandhi, and Father of Mrs. Neha Gandhi, Executive Director. | Nil | Nil | Nil |
| Terms and Conditions of Appointment | No special perquisites or benefits as a Director. All terms and conditions of appointment as per the employment agreement and applicable policies of the Company. As a Director he is liable to retire by rotation | The terms and conditions of appointment of Non-Executive Independent Directors is available on the website of the company at the link given below: https://stovekraft.com/wp-content/uploads/2021/11/TERMS_AND_CONDITIONS_OF_APPOINTMENT_OF_INDEPENDENT_DIRECTORS.pdf . | | |
| Remuneration paid / proposed to be paid | Refer Corporate Governance Report | As per Nomination and Remuneration Policy of the Company. | | |

Notes:-

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 28 December 2022, read with circulars dated 05 May 2022, 13 January 2021, 05 May 2020, 13 April 2020 and 08 April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 24th AGM of the Company is being held through VC / OAVM facility, without the physical presence of Members at a common venue. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. 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. 3 to 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 Annual General Meeting 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. E-AGM: M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company (“RTA”), shall be providing Video Conferencing / Other Audio Visual Mode facility for AGM and also e-voting during the AGM. Members may note that the VC facility provided by RTA allows participation of upto 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 minutes prior to the scheduled time of meeting and window for joining shall be kept open till the expiry of 15 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 is given below.
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 Kfin.
7. In case of joint holders attending the Meeting, only first holder will be entitled to vote.
8. The Company has appointed BMP Mr. Pramod S M, Company Secretary in Practice (M.No FCS7834, CP13784) and failing him Mr. Biswajit Ghosh (M No. FCS8750,CP8239), Partners of BMP & Co. LLP, Company Secretaries, to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
9. 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 19 August 2023 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting
10. In compliance with the MCA Circulars and SEBI circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, the Notice of the 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 address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered through their respective Depository Participants (DPs).

11. Members may also note that the Notice of this AGM and the Annual Report for the year 2022-23 will also be available on the Company's website www.stovekraft.com for their download. The same shall also be available on the website 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/public/Downloads.aspx> . 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 2022-23 are being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/K Fin Technologies Limited, unless the Members have requested for a physical copy of the same.
12. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested is 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., 26 August 2023. Members seeking to inspect such documents can send an email to cs@stovekraft.com.

13. 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.
14. **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.
15. 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 with their DPs.
16. Shareholders' Communication: Members are requested to send all communications relating to shares, Change of address, bank details, email address etc. to their DPs. In case of any query they may write to 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. 19 August 2023 can access the notice of AGM along with the Annual report for the financial year 2022-23 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/public/Downloads.aspx>.
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 serviced 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. INSTRUCTION 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 shareholders holding shares in physical and 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click 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 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. |
|--|--|

| | |
|--|---|
| 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/myeasinew/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/myeasinew/Registration/EasiRegistration 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 Depository Participants | <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 and members holding shares in physical form:

- 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 (0-9) 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 | Wednesday, 23 August 2023 (9.00 AM) |
| End date and time | Friday, 25 August 2023 (5.00 PM) |
- 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/>. Members may also call RTA at toll free number 1-800-3094-001 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 the 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 Chairperson at AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz., 19 August 2023 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

INSTRUCTIONS 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. Further, Members can also use the OTP based login for logging into the AGM/e-voting system
- 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 20 August 2023 at 09.00 a.m IST up to 23 August 2023 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., 19 August 2023.

- 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 309 4001 (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 will propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in this Notice of 24th AGM (AGM) and will also announce the start of the casting of the vote at AGM through the e-voting platform of 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 &

Place: Bengaluru, Harohalli Compliance Officer

Date: 29 July 2023 (Membership No. A26590)