CONTINENTAL

NOTICE OF 43RD ANNUAL GENERAL MEETING

Notice is hereby given that the FORTY THIRD (43rd) ANNUAL GENERAL MEETING of the members of CONTINENTAL VALVES LIMITED ('the Company') will be held at the registered office of the Company at "SUKET", 2nd Floor, 20, Ballygunge Circular Road, Ballygunge, Kolkata – 700019 on Thursday, 24th Day September, 2026 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and hereby is approved and adopted."

"**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorised to make necessary filings with the Registrar of Companies, Stock Exchanges, and such other regulatory authorities, and to take all necessary steps and actions to give effect to this resolution."

Item No. 2 - Appointment Mr. Abhyuday Bajoria, (DIN: 07002423) who retires by rotation as a Director.

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Abhyuday Bajoria, (DIN: 07002423) who retires by rotation at this meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

CONTINENTAL VALVES LTD. CVL.

Factory: 2 &10 Rozka Meo Industrial Estate, Distt. Mewat (NUH), Sohna -122103, Haryana
Regd Office: Suket, 20,Ballygunge Circular Road, Kolkata 700019, West Bengal
info@cvl.co.in
continentalvalve@gmail.com
+91 124 2362311/2312,
(033) 40647177
www.continentalvalvesltd.com

SPECIAL BUSINESS:

Item No. 3 – Appointment of Mrs. Vinita Bajoria (DIN: 02412990) as a Director.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Vinita Bajoria (DIN: 02412990), who has consented to act as a Director and is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorised to make necessary filings with the Registrar of Companies, Stock Exchanges, and such other regulatory authorities, and to take all necessary steps and actions to give effect to this resolution."

Item No. 4 – Re-appointment of Mr. Dharamveer Kumar (DIN: 09555230) as a Whole-time Director.

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 ('the Act') and such other enabling provisions of the Act as may be applicable and as recommended by Nomination and Remuneration Committee and Board of Directors, Shri Dharamveer Kumar (DIN: 09555230) be and is hereby appointed as Whole-time Director , a Key Managerial Personnel (KMP) of the for five years w.e.f. 31.03.2026 at a remuneration of Rs 25,00,960/- (CTC) per annum and with effect from 1st October, 2025 Rs 33,75,360 (CTC) per annum on the terms and conditions as contained in the draft Appointment Letter/ Service Agreement placed before the meeting and initialled by the Chairman for the purpose of identification and hereby approved for execution by Shri Abhyuday Bajoria (DIN: 07002423), Director of the Company."

"**RESOLVED FURTHER THAT** the declaration confirming that he is not disqualified to act as Director as well as disclosure of interest received from Shri Dharamveer Kumar (DIN No: 09555230) as placed before the meeting be and is hereby taken on record."

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"**RESOLVED FURTHER THAT** any one of the Director of the Company or the Company Secretary be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5 - Borrowing limits of the Company - Section 180(1)(c) of the Companies Act, 2013

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

"**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded, by way of abundant caution and in order to satisfy the requirements of the Company's lenders, under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to the Board of Directors of the Company borrowing from time to time, in one or more tranches, any sum or sums of money, whether in Indian rupees or in foreign currency, from any bank, financial institution, body corporate, firm or other person or persons, whether by way of term loan, working capital facility, inter-corporate deposit, debenture, bond, external commercial borrowing or otherwise, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

"**RESOLVED FURTHER THAT** the total amount so borrowed by the Board of Directors and outstanding at any one point of time, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹ 70 crores (Rupees Seventy Crores only), exclusive of interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges, expenses and other monies payable by the Company in respect thereof; and that for the purposes of this resolution the expression 'temporary loans' shall bear the meaning assigned to it in the Explanation to clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to negotiate and settle the terms and conditions of any such borrowing, to execute all such agreements, deeds, documents and writings as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

"**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby severally authorised to issue certified true copies of this resolution to such persons and authorities as may be required."

Item No. 6 - Creation of charges and security, and power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking - Sections 179(3) and 180(1)(a) of the Companies Act, 2013

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

CONTINENTAL VALVES LTD. CVL.

"**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded, by way of abundant caution and in order to satisfy the requirements of the Company's lenders, under Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and the Articles of Association of the Company, to the Board of Directors of the Company creating such mortgages, charges and hypothecations, in addition to any mortgages, charges and hypothecations already created by the Company, on all or any of the movable and immovable properties of the Company, wheresoever situate, both present and future, and on the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and manner and on such terms as the Board may think fit, in favour of any bank, financial institution, body corporate, debenture trustee, security trustee, agent or other lender or lenders, together with the power to take over the management of the business and concern of the Company in certain events, so as to secure the borrowings of the Company made or to be made pursuant to the Special Resolution passed under Section 180(1)(c) of the said Act at this meeting, together with interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges, expenses and all other monies payable by the Company in respect thereof, provided that the aggregate principal amount of the borrowings so secured shall not at any time exceed ₹ 70 crores (Rupees Seventy Crores only)."

"**RESOLVED FURTHER THAT** the consent of the members be and is hereby further accorded, on the same footing and to the same extent, to the Board of Directors of the Company selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking or undertakings of the Company, in one or more transactions, on such terms and conditions and for such consideration as the Board may deem fit, and to the enforcement by any secured lender of any security created pursuant to the preceding resolution."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to negotiate and settle the terms and conditions with the concerned banks, financial institutions or other lenders, to finalise and execute the agreements, contracts, deeds of mortgage, deeds of hypothecation, security documents and all other documents required for creating the aforesaid mortgages and charges or for effecting any such sale, lease or disposal, to make all filings required with the Registrar of Companies including Form CHG-1 within the time prescribed by Section 77 of the said Act and Form MGT-14, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

"**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby severally authorised to issue certified true copies of this resolution to such persons and authorities as may be required."

Item No. 7 - Approval for providing security over the immovable properties of the company in favour of lender(s) for securing borrowings of group companies - Section 185 And 186 of the Companies Act, 2013

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

CONTINENTAL VALVES LTD. CVL.

"**RESOLVED THAT** pursuant to the provisions of Sections 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board) to provide security by way of mortgage, charge or any other encumbrance over such immovable property(ies) of the Company, including its land, in favour of Lender(s), for securing the repayment of the loan and/or credit facilities, together with interest, additional interest, costs, charges, expenses and all other monies payable thereunder,aggregating up to ₹ 70 crores (Rupees Seventy Crores only), proposed to be availed by Nicco Cables Private Limited ("NCPL"), Nicco Realty Limited ("NRL") and/ or Panihati Polymers Private Limited ("PPPL"), being group companies of the Company, on such terms and conditions as may be agreed between the Company, NCPL, NRL and/or PPPL and the Lender(s)."

"**RESOLVED FURTHER THAT** the Members hereby accord their approval under Section 185 of the Companies Act, 2013 for providing the aforesaid security in connection with the loan proposed to be availed by NCPL, NRL and/or PPPL, provided that the said loan shall be utilised by NCPL, NRL and/or PPPL for its principal business activities."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise, execute and deliver all mortgage deeds, deeds of charge, security documents, agreements, declarations, undertakings and other documents and writings, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution."

Item No. 8 - Appointment of Secretarial Auditor for FY 2026- 27

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Mukesh Chaturvedi, Practicing Company Secretory bearing (COP No. - 3390) of 169, Arabinda Srani, Kolkata- 700006 as Secretarial Auditor for carrying out the Secretarial audit for the financial year 2026-27 for remuneration to be decided by the Whole Time Director in consultation with the Secretarial Auditor and to be subsequently communicated to the Board and the Audit Committee."

CONTINENTAL VALVES LTD. CVL.

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"**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized to intimate the same to the Secretarial Auditor and to execute, sign and issue all such letters, papers, documents and agreements to the Secretarial Auditor and to prepare, execute and file such forms as may be required in this regard."

By Order of Board of Directors

Continental Valves Limited

CONTINENTAL VALVES LTD. CVL.

Sd/-

Abhyuday Bajoria
(Director)
DIN: 07002423

Date: 21.08.2026
Place: Kolkata

CONTINENTAL VALVES LIMITED
CIN NO. L29221WB1982PLC057718

Factory: 2 &10 Rozka Meo Industrial Estate, Distt. Mewat (NUH), Sohna -122103, Haryana
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Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No. 3 – Appointment of Mrs. Vinita Bajoria (DIN: 02412990) as a Director.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended the appointment of Mrs. Vinita Bajoria (DIN: 02412990) as a Director of the Company.

The Board is of the opinion that her knowledge, experience and professional expertise of Mrs. Vinita Bajoria will be of considerable benefit to the Company.

She has furnished her consent to act as a Director in Form DIR-2 and has confirmed that he/she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Except Mrs. Vinita Bajoria and her relatives, None of the Key Managerial Personnel, Directors or their relatives of the Company has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding, in the Company.

Item No. 4 – Re-appointment of Mr. Dharamveer Kumar (DIN: 09555230) as a Whole-time Director.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Mr. Dharamveer Kumar (DIN: 09555230) as Whole-time Director and Key Managerial Personnel of the Company for a further period of five years with effect from 31 March 2026, subject to the approval of the Members.

The Board has also approved his remuneration at of Rs 25,00,960/- (CTC) per annum and with effect from 1st October, 2025 Rs 33,75,360 (CTC) per annum, on the terms and conditions set out in the draft Appointment Letter/Service Agreement placed before the meeting.

Mr. Dharamveer Kumar has confirmed that he is not disqualified from being appointed as a Director under the Companies Act, 2013 and has disclosed his interest in the Company. The Board considers his continued association to be beneficial to the Company and recommends the proposed resolution for approval of the Members by way of an Ordinary Resolution.

The approval of the Members is sought by way of an Ordinary Resolution under the applicable provisions of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 4 for approval by the Members.

Except Mr. Dharamveer Kumar, none of the Key Managerial Personnel, Directors or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

CONTINENTAL VALVES LTD.
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Item No. 5 – Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013

To meet the Company's present and future business requirements, the Company may require financial assistance from banks, financial institutions and other lenders. Accordingly, for term loan and working capital requirement, the Board proposes to borrow monies from time to time up to an aggregate outstanding limit of ₹ 70 crores (Rupees Seventy Crores only), on such terms and conditions as may be considered appropriate.

The approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 5 for approval by the Members.

None of the Key Managerial Personnel, Directors or their relatives of the Company has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding, in the Company.

Item No. 6 – Creation of charges and security, and power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking - Sections 179(3) and 180(1)(a) of the Companies Act, 2013

To secure the borrowings proposed to be raised by the Company, it may be necessary to create mortgages, charges and/or hypothecation over the movable and immovable properties and assets of the Company in favour of the lenders. The proposed resolution seeks the approval of the Members to authorize the Board of Directors to create such security interests and execute all necessary agreements, deeds and documents in connection therewith.

The Board recommends the Special Resolution set out at Item No. 6 for approval by the Members.

None of the Key Managerial Personnel, Directors or their relatives of the Company has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding, in the Company.

Item No. 7 – Approval for providing security over the immovable properties of the company in favour of lender(s) for securing borrowings of group companies - Section 185 And 186 of the Companies Act, 2013

The Company proposes to provide security by way of mortgage, charge or any other encumbrance over its immovable properties, including land, in favour of the lender(s) for securing the borrowings of its group companies, Nicco Cables Private Limited ("NCPL"), Nicco Realty Limited ("NRL") and/or Panihati Polymers Private Limited ("PPPL"), up to an aggregate amount of ₹ 70 crores (Rupees Seventy Crores only), together with interest, costs, charges and other monies payable thereunder.

The approval of the Members is sought pursuant to Sections 185 and 186 and other applicable provisions of the Companies Act, 2013, for providing the aforesaid security.

The Board is of the view that the proposed transaction is in the interest of the Company and recommends the Special Resolution for approval by the Members.

The Board recommends the Special Resolution set out at Item No. 7 for approval by the Members.

The Directors of the Company who are also directors and/or shareholders of the aforesaid group companies may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution, to the extent of their directorship and/or shareholding in such group companies. Except as stated above none of the Key Managerial Personnel, Directors or their relatives of the Company has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding, in the Company.

Item No. 8 – Appointment of Secretarial Auditor for FY 2026- 27

The Chairman informed the Members that the Company proposes to appoint Mr. Mukesh Chaturvedi, Practicing Company Secretary bearing (COP No. – 3390), as the Secretarial Auditor of the Company for carrying out the Secretarial Audit for the financial year 2026–27.

The appointment is proposed pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The remuneration of the Secretarial Auditor shall be decided by the Whole Time Director in consultation with the Secretarial Auditor and shall be subsequently communicated to the Board and the Audit Committee.

The Members are requested to consider and approve the appointment of Mr. Mukesh Chaturvedi, Practicing Company Secretary bearing (COP No. – 3390), as the Secretarial Auditor of the Company for carrying out the Secretarial Audit for the financial year 2026–27.

The Board recommends the Special Resolution set out at Item No. 8 for approval by the Members.

None of the Key Managerial Personnel, Directors or their relatives of the Company has any concern or interest, financial or otherwise, in the proposed resolution.

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NOTES:

1. A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a member. Proxy, in order to be valid and effective, should be duly stamped, completed, signed and must be delivered at the registered office of the Company not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014.

2. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Statement Pursuant to Section 102 of the Companies Act, 2013 is annexed herewith and shall form part of the notice.

4. All documents referred to in the Notice and Explanatory Statement are open for inspection at the registered office of the Company on all working days up to the date of the meeting from 11:00 a.m. to 6:00 p.m.

5. Members are requested to bring their copy of the Notice to the Meeting.

6. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.

7. Members may attend the Annual General Meeting either in person or through proxy at the registered office of the Company, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard-2 (SS-2) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to cast their votes electronically (remote e-voting) on all the resolutions set forth in this Notice. The detailed procedure, including the remote e-voting period, cut-off date, login credentials, manner of voting, and instructions for voting during the AGM, shall be provided in the e-voting instructions circulated along with this Notice. Members who have cast their vote through remote e-voting may also attend the AGM but shall not be entitled to vote again at the meeting. However, those who have not casted their vote through e-voting can cast their vote at the meeting through ballot paper.

9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.

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ROUTE MAP TO THE VENUE OF THE 43RD ANNUAL GENERAL MEETING

ADDRESS: "SUKET", 2ND FLOOR, 20, BALLYGUNGE CIRCULAR ROAD, BALLYGUNGE, KOLKATA – 700019

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ATTENDANCE SLIP

Continental Valves Limited
CIN: L29221WB1982PLC057718
Regd. Office: "SUKET", 2nd Floor, 20, Ballygunge Circular Road, Ballygunge, Kolkata – 700019
43rd Annual General Meeting, 24.09.20206

Registered Folio No. / DP ID No. Client ID No.:

Number of Shares held:

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the **43rd Annual General Meeting** of the Company being held on Thursday, 24th September, 2026, at 11:00 a.m. at "SUKET", 2nd Floor, 20, Ballygunge Circular Road, Ballygunge, Kolkata – 700019.

Name of the Member / Proxy

Signature of the Member / Proxy

CONTINENTAL VALVES LTD. CVL.

***Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall.*

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Form No. MGT-11

Proxy form

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

CIN: L29221WB1982PLC057718

Name of the company: Continental Valves Limited

Registered office: "SUKET", 2nd Floor, 20, Ballygunge Circular Road, Ballygunge, Kolkata - 700019

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of .... shares of the above named company, hereby appoint

1. Name: ....

Address:

E-mail Id:

Signature: ...., or failing him

2. Name: ....

Address:

E-mail Id:

Signature: ...., or failing him

3. Name: ....

Address:

E-mail Id:

Signature: ....

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Thursday, 24th September, 2026 at Registered office of the Company at "SUKET", 2nd Floor, 20, Ballygunge Circular Road, Ballygunge, Kolkata – 700019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	For	Against
Ordinary Business			
1.	Adoption of Audited Annual Accounts, Auditors' Report and Directors' Report for the year ended 31st March, 2026		
2.	Appointment Mr. Abhyuday Bajoria, (DIN: 07002423) who retires by rotation as a Director.		
Special Business			
3.	Appointment of Mrs. Vinita Bajoria (DIN: 02412990) as a Director.		
4.	Re-appointment of Mr. Dharamveer Kumar (DIN: 09555230) as a Whole-time Director.		
5.	Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013.		
6.	Creation of Charges and Security under Section 180(1)(a) of the Companies Act, 2013.		
7.	Approval for providing security over the immovable properties of the company in favour of lender(s) for securing borrowings of group companies - Section 185 And 186 of the Companies Act, 2013		
8.	Appointment of secretarial auditor for FY 2026- 27		

Signed this...... day of......... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp of Rs.1

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

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CONTINENTAL VALVES LIMITED
CIN NO. L29221WB1982PLC057718

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SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 21st September 2026 (09:00 am) and ends on 23rd September 2026 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 company 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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on

login through their **Depository Participants (DP)**	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the

email address: Info@cvl.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911