NICCO ENGINEERING SERVICES LIMITED
CIN: U74210WB2000PLC092471
Registered Office: Infinium Digispace, 4th Floor CP-15, Sector-V, Salt Lake City, Kolkata-700091.
Tel:(033)6628-5202 E-mail:aanchal@niccoengineering.com Website:www.niccoengineering.com

NOTICE OF THE 26th ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the 26th Annual General Meeting of the Members of NICCO ENGINEERING SERVICES LIMITED will be held at the Registered Office of the Company on the 4th Floor of Infinium Digispace, CP-15, Sector-V, Salt Lake City, Kolkata-700091, on Friday, the 07th day of August, 2026 at 1.30 PM to transact the following business: -

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Auditors and the Board of Directors thereon**

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

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the report of the Board of Directors and the Auditors' Report dated 01st June, 2026, thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. **To appoint Mr. Ashok Kumar Dhar (DIN: 07124325) who retires by rotation as a Director.**

To consider and if thought fit, to pass with or without modification, 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. Ashok Kumar Dhar (DIN: 07124325), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company whose period of office will be liable for determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Amar Chatterjee (DIN: 08475515) as the Whole-time Director**

To consider re-appointment of Mr. Amar Chatterjee (DIN: 08475515) as Whole-time Director of the Company for a period of one year commencing from 01st November, 2026 and for this purpose to consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and subject to such other approvals as may be required, approval of members be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Amar Chatterjee (DIN: 08475515) as Whole-time Director of the Company for a period of one year with effect from 01st November, 2026 to 31st October, 2027, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his appointment with an authority and power to the Board of Directors of the Company ("the Board"), to alter and vary the terms and conditions, referred to above, in such manner as may be agreed to by and between the Board and Mr. Amar Chatterjee."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution."

4. **Redesignation of Mr. Ajay Kumar Doshi (DIN: 00199710) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modifications the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to approval of the Board of Directors at its meeting held on 01st June, 2026 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ajay Kumar Doshi (DIN: 00199710) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, as amended from time to time, as an Independent Non-Executive Director of the Company, thereby changing his status from Non-Executive Non-Independent Director to Non- Executive Independent Director, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. 01st June, 2026 up to 01st June, 2031."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution."

5. **Redesignation of Mr. Anand Chatrath (DIN: 00234885) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modifications the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to approval of the Board of Directors at its meeting held on 01st June, 2026 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Anand Chatrath (DIN: 00234885) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, as amended from time to time, as an Independent Non-Executive Director of the Company, thereby changing his status from Non-Executive Non-Independent Director to Non- Executive Independent Director, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. 01st June, 2026 up to 01st June, 2031."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution."

6. **Redesignation of Mr. Narottam Das (DIN: 00080612) as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modifications the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to approval of the Board of Directors at its meeting held on 01st June, 2026 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Narottam Das (DIN: 00080612) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, as amended from time to time, as an Independent Non-Executive Director of the Company, thereby changing his status from Non-Executive Non-Independent Director to Non- Executive Independent Director, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. 01st June, 2026 up to 01st June, 2031."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to this resolution."

By Order of the Board
NICCO ENGINEERING SERVICES LIMITED

s/d
Aanchal Kothari
Company Secretary
ACS: 53924

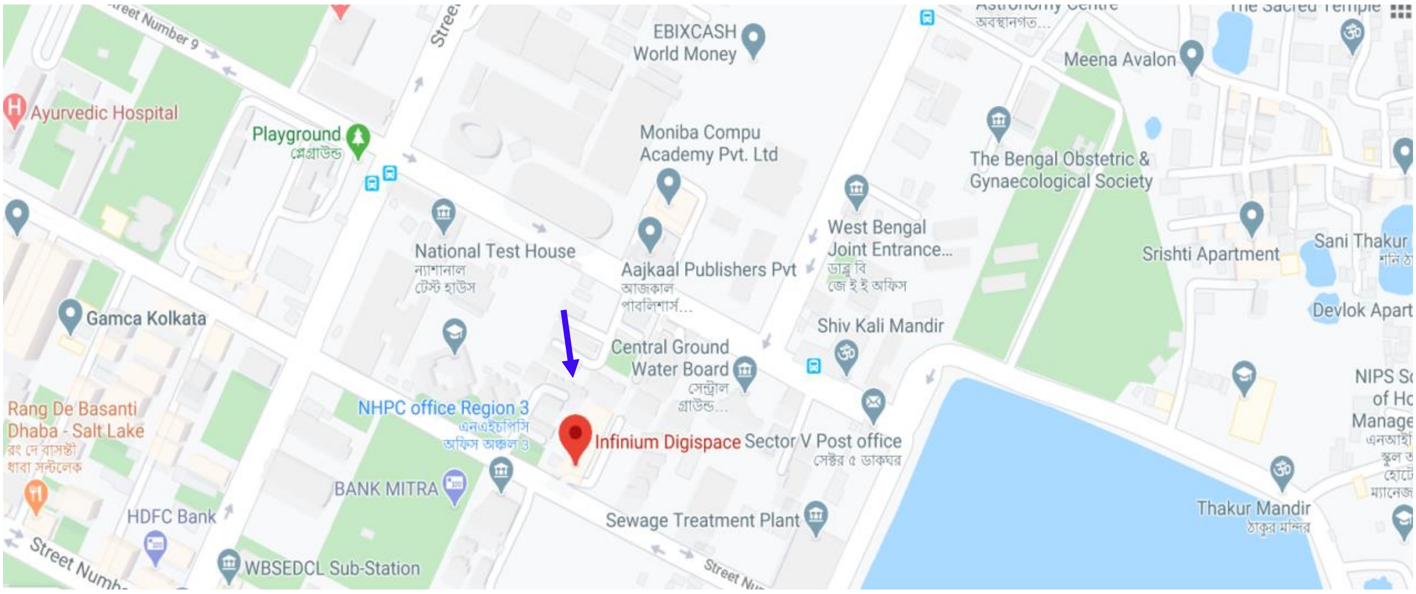
Registered Office
Infinium Digispace
4th Floor
CP- 15, Sector- V, Salt Lake City
Kolkata – 700091
Dated: 01.06.2026

Notes :

1. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a Member of the Company**
   Proxies to be effective must be lodged with the Company's Registered Office not less than 48 hours before the start 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. In case a Proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such person shall not act as a Proxy for any other Member.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 concerning the Special Business in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
3. Members and Proxies are requested to bring their Attendance Slips together with their copies of the Annual Report to the Meeting.
4. Representatives of Corporate shareholders are requested to bring Board Resolution passed under Section 113 of the Companies Act, 2013 authorizing a person to attend and vote on behalf of the Corporate Shareholder.
5. The Register of Directors and Key Managerial Person (KMP) and their shareholding, maintained u/s 170 of the Companies Act,2013 ("the Act") and the register of contracts or arrangements in which the directors are interested, maintained u/s 189 of the Act will be available for inspection by members at the Annual General Meeting.
6. A Route map showing directions to reach the venue of the 26th Annual General Meeting is given below as per the requirement of the Secretarial Standard on General Meetings (SS-2).



Venue of the AGM: Infinium Digispace, 4th Floor, CP-15, Sector-V, Salt Lake City, Kolkata-700091

ANNEXURE TO NOTICE

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

The following Statement sets out all material facts relating to Item No. 3, 4, 5 and 6 mentioned in the accompanying Notice.

ITEM NO. 3 – Re-appointment of Mr. Amar Chatterjee (DIN: 08475515) as Whole-time Director.

Mr. Amar Chatterjee aged 77 is an Electrical Engineer, and has been associated with Nicco for more than 35 years. Mr. Chatterjee joined the Company on 02nd April, 2007 and was appointed as the Chief Executive Officer of the Company with effect from 08th August, 2017 and has served as the Chief Executive Officer of the Company till 30th August, 2022. He had been first appointed on the Board of the Company on 31st August, 2022 and has attended three out of five Board meetings held during the Financial Year 2025-26. Mr. Chatterjee has a rich and varied experience in the industry and in a career spanning over three decades, he has held various senior roles at the business and corporate level and has been involved in the operations of the Company. He is not holding any shares in the Company.

The Board of Directors of the Company at its Meeting held on 01st June, 2026, had re-appointed Mr. Amar Chatterjee as Whole-time Director of the Company for a further period of one year commencing from 01st November, 2026 up to the close of business hours on 31st October, 2027 subject to the approval of the Members of the Company in the ensuing Annual General Meeting. Your Board is of opinion that Mr. Chatterjee will contribute to the growth and expansion of the business of the Company, and therefore, it is in the interest of the Company to continue to avail of his considerable expertise and re-appoint him as a Whole-time Director of the Company.

Mr. Chatterjee is eligible for being re-appointed as a Whole-time Director subject to passing of Special Resolution by Members. The Company has received from Mr. Amar Chatterjee - (i) Consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and (ii) Intimation in Form DIR-8 in terms of Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(1) or 164(2) of the Companies Act, 2013.

The appointment and payment of remuneration of Mr. Amar Chatterjee shall be guided by the provisions of the Companies Act, 2013.

The main terms and condition of re-appointment of Mr. Amar Chatterjee as Whole-time Director of the Company are as follows:

Salary and Perquisites payable to Mr. Amar Chatterjee, Whole-time Director with effect from 01st November, 2026:

I. Salary

₹ ₹ 4,80,000/- per month.

II. Perquisites

Perquisite**s** shall be in addition to salary and they shall be restricted to the following: -

1) Reimbursement of telephone rental and call charges (personal calls excluded) to be paid at actuals.
2) Medical Insurance claim: Insurance for Hospitalisation / Nursing Home Treatment from Mediclaim.
3) Medical reimbursement equivalent to one month's salary in addition to Insurance for Hospitalisation / nursing home treatment.
4) Car: The Company shall provide an AC Car and a Driver. Provision of car for use on Company's business will not be considered as a perquisite.

Use of car for private purposes shall be treated as a perquisite as per Income Tax Rules.

III. Any specific expenses incurred by Mr. Amar Chatterjee, in connection with the Company's work shall be reimbursed to him.

IV. Minimum Remuneration

Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of Mr. Amar Chatterjee, Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites as specified above, as Minimum Remuneration, not exceeding salary limit specified in Part II (Section II) of Schedule V of the Companies Act, 2013.

The above remuneration is within the ceiling laid down in sections 196 and 197, read with Schedule V of the Companies Act, 2013.

V. Other Terms and Conditions of Appointment:

1) The above terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Whole-time Director in accordance with Schedule V of the Companies Act, 2013, or any amendments made hereafter in this regard.
2) The re-appointment may be terminated by either party giving the other party three months' notice or the Company paying three months' salary in lieu thereof.
3) If at any time, the Whole-time Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Whole-time Director.
4) The Whole-time Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of section 167 of the Companies Act, 2013, while at the same time, the Whole-time Director is liable to retire by rotation.
5) If at any time the Whole-time Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be a Whole-time Director of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Amar Chatterjee as Whole-time Director of the Company under Section 190 of the Companies Act, 2013.

The Board considers that the Company will benefit from the appointment of Mr. Amar Chatterjee and recommends the Resolution as set out in the accompanying Notice for approval by the Members. As per the requirement of the Companies Act, 2013 the consent of the Members by way of special resolution is required for appointment of Mr. Chatterjee as Wholetime Director since he attained the age of seventy years.

Except Mr. Amar Chatterjee, no other Director and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

Particulars as required under Section II of Schedule V of the Companies Act, 2013.

I. **General Information**

1. Nature of Industry:

   Providing speciality and industrial maintenance product and services.

2. Date of commencement of commercial production:

   The Company is an existing operational Company since 2000.

3. Financial performance: The financial performance during the preceding three years is as follows:

Particulars	2025-26 (₹ in lakhs)	2024-25 (₹ in lakhs)	2023-24 (₹ in lakhs)
Total Revenue	10232.72	9619.76	9161.54
Net Profit before tax	1536.75	1748.17	2025.49
Net Profit after tax	1127.03	1348.92	1566.46

4. Foreign Investments or Collaborations, if any:

During the year there has been no such foreign investment or collaborations.

II. Information about the Appointee:

1) Background details

Mr. Amar Chatterjee is an Electrical Engineer by profession and has been associated with Nicco Group for over 35 years. Mr. Chatterjee has wide experience in Maintenance, Marketing, Project and Engineering Services and has held various senior roles at the business and corporate level.

2) Past remuneration

The shareholders at the meeting dated 19th September, 2025 approved an amount of ₹ 4,25,000/- per month as basic salary payable to Mr. Chatterjee for the period 01st November, 2025 to 31st October, 2026. Further, the Board of Directors in their meeting held on 01st June, 2026 have given consent for payment of ₹ 4,80,000/- per month as the basic salary to Mr. Chatterjee.

3) Recognition or awards

Mr. Amar Chatterjee has received various recognition from clients during his tenure in the Company.

4) Job profile and his suitability

Mr. Amar Chatterjee is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Chatterjee possesses appropriate skills, expertise and competencies in the context of the Company's businesses.

5) Remuneration proposed

The remuneration proposed has been adequately disclosed in the Explanatory Statement to the Notice.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration as proposed for Mr. Amar Chatterjee is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any

Mr. Amar Chatterjee does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, apart from the remuneration and perquisites paid to him as a Whole-time Director as stated above.

III. Other Information

a. Reasons for loss or inadequate profits:

For the year ended 31st March, 2026, the Company has earned a profit after tax of ₹1,127.03 /- lakhs. However, due to volatility in market conditions, the economy and other unforeseen factors, the profit in the ensuing years may be inadequate.

b. Steps taken or proposed to be taken for improvement:

While volatility and unforeseeable events cannot be clearly anticipated, the Company is taking sustained measures for ensuring an increase in scale, breadth and depth of operations. The Company continues to research and assess other new and emerging business and investment opportunities. The Company is also expanding into new markets, bolstering sales and marketing efforts, and strengthening customer relationships. Additionally, continuous training and development is being provided to all employees.

c. Expected increase in productivity and profits in measurable terms:

The Company expect that the measures that are being taken will lead to substantial improvements in both productivity and profits. Enhanced operational efficiencies, market expansion, and strengthened sales and marketing strategies are all anticipated to contribute positively to our financial performance. We aim to achieve significant, measurable gains as a result of these initiatives.

IV. Disclosures in terms of Remuneration Package and elements of Remuneration split between salary, benefit etc.

The salary of Mr. Amar Chatterjee has been adequately disclosed in the explanatory statement.

ITEM NO. 4 - Redesignation of Mr. Ajay Kumar Doshi (DIN: 00199710) as an Independent Director of the Company.

Mr. Ajay Kumar Doshi is the Managing Partner at Doshi Chatterjee Bagri & Co. LLP and brings with him over 48 years of extensive experience in taxation, audit, and finance. He was associated with S.R. Batliboi & Co./Ernst & Young for nearly 25 years, where he served in various capacities, including as Partner and Head of the Taxation Department in Kolkata for approximately 15 years.

He possesses deep expertise in both direct and indirect taxation, with specialisation in corporate tax, tax planning, cross-border taxation, transfer pricing, and foreign collaborations. Over the years, he has advised several multinational corporations and leading Indian business groups on complex tax matters and has successfully facilitated favourable outcomes at both assessment and appellate levels.

Mr. Ajay Kumar Doshi has also served as a Director on the Board of a Public Sector Bank, where he chaired the Audit Committee and was a permanent member of the Management Committee. He has been actively associated with prominent chambers of commerce, including ASSOCHAM, the Bengal Chamber of Commerce, and the Indian Chamber of Commerce, and has contributed as a member of their tax sub-committees. In addition, he has been appointed as an external member of the Finance Committee of IIM Ranchi. His insights on critical issues have been widely published in leading newspapers. He has also held international leadership roles, having served as Chairman of BKR International's Asia Pacific Region and as a member of its Worldwide Board.

The Board of Directors of the Company at its Meeting held on 01st June, 2026, had re-designated Mr. Ajay Kumar Doshi as Non-Executive Independent Director of the Company for a period of five year commencing from 01st June, 2026 up to the close of business hours on 01st June, 2031 subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

The Company has received from Mr. Ajay Kumar Doshi - (i) A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 (“Act”) and that he is independent of the management; (ii) Consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and (iii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules, confirming that he is not disqualified from being appointed as a Director under Section 164(1) or 164(2) of the Act, (iv) Disclosure of his concern or interest in any company or bodies corporate, firms or other association of individuals in Form MBP 1 pursuant to Rule 9 of Companies (Meetings of Board and its Powers) Rules,2014, (v) A certificate of registration on the Independent Directors Databank; and (vi) A certificate of exemption from passing the online proficiency self-assessment test as required under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and in the opinion of the Board, he fulfils the conditions specified under the Act and the Rules made thereunder for appointment as an Independent Director.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

<table>
<tr><td>Name of Director</td><td>Ajay Kumar Doshi</td></tr>
<tr><td>DIN</td><td>00199710</td></tr>
<tr><td>Date of Birth and Age</td><td>30th June, 1951; 74 years</td></tr>
<tr><td>Qualification(s), Experience and Terms & Conditions of Appointment</td><td>As mentioned in explanatory statement above</td></tr>
<tr><td>Details of Remuneration sought to be paid</td><td>Sitting Fees</td></tr>
<tr><td>Details of the remuneration last drawn by such person (FY 2025-26)</td><td>Sitting Fees of ₹ 2,90,000/- paid to him for attending Board and committee meetings during the F.Y. 2025-26</td></tr>
<tr><td>Date of first appointment on the Board</td><td>20/09/2005</td></tr>
<tr><td>Shareholding in the Company</td><td>NIL</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel</td><td>NIL</td></tr>
<tr><td>The number of Meetings of the Board attended during FY 2025-26</td><td>4 (four)</td></tr>
<tr><td>Other Directorships</td><td><table><tr><th>Sr. No.</th><th>Name of Companies</th><th>Designation</th></tr><tr><td>1</td><td>Vishvadhara Properties Private Limited</td><td>Director</td></tr></table></td></tr>
<tr><td>Membership /Chairmanship of Committees of other</td><td>NIL</td></tr>
</table>

Board	

The Board has undertaken due diligence of Mr. Ajay Kumar Doshi to determine his eligibility for appointment as Independent Directors on the Board of your Company and based upon his qualification, expertise, track record, integrity, etc recommend his appointment to the shareholders for a period of five years, i.e. up to 01st June, 2031.

Therefore, approval of the shareholders is sought by way of an Ordinary Resolution for the appointment of Mr. Ajay Kumar Doshi as an Independent Director of the Company for a period of 5 years commencing from June 01, 2026.

ITEM NO. 5 - Redesignation of Mr. Anand Chatrath (DIN: 00234885) as an Independent Director of the Company.

Mr. Anand Chatrath, FCA, is a Chartered Accountant with over 40 years of post-qualification experience in accountancy, audit, taxation, company law, and financial services. He is a Designated Partner at BM Chatrath & Co. LLP. An alumnus of The Doon School and a graduate of St. Xavier's College, he brings with him extensive professional expertise, a strong industry network, and valuable international exposure. His core competencies include advisory, compliance, financial management, internal audit, and risk management.

He is a member of the Association of Corporate Advisers and Executives and has a proven track record in the financial services industry. He has also been actively engaged in managing and overseeing back-end accounting and financial processing services for clients in North America, demonstrating his capability in handling cross-border operations and service delivery.

The Board of Directors of the Company at its Meeting held on 01st June, 2026, had re-designated Mr. Anand Chatrath as Non-Executive Independent Director of the Company for a period of five year commencing from 01st June, 2026 up to the close of business hours on 01st June, 2031 subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

The Company has received from Mr. Anand Chatrath - (i) A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") and that he is independent of the management; (ii) Consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and (iii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules, confirming that he is not disqualified from being appointed as a Director under Section 164(1) or 164(2) of the Act, (iv) Disclosure of his concern or interest in any company or bodies corporate, firms or other association of individuals in Form MBP 1 pursuant to Rule 9 of Companies (Meetings of Board and its Powers) Rules,2014, (v) A certificate of registration on the Independent Directors Databank; and (vi) A certificate of exemption from passing the online proficiency self-assessment test as required under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and in the opinion of the Board, he fulfils the conditions specified under the Act and the Rules made thereunder for appointment as an Independent Director.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Anand Chatrath
DIN	00234885
Date of Birth and Age	16th March, 1959; 67 years
Qualification(s), Experience and Terms & Conditions of Appointment	As mentioned in explanatory statement above

<table>
<tr><td>Details of Remuneration sought to be paid</td><td>Sitting Fees</td></tr>
<tr><td>Details of the remuneration last drawn by such person (FY 2025-26)</td><td>Sitting Fees of ₹ 2,90.000/- paid to him for attending Board and committee meetings during the F.Y. 2025-26</td></tr>
<tr><td>Date of first appointment on the Board</td><td>29/01/2011</td></tr>
<tr><td>Shareholding in the Company</td><td>NIL</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel</td><td>NIL</td></tr>
<tr><td>The number of Meetings of the Board attended during FY 2025-26</td><td>5 (five)</td></tr>
<tr><td>Other Directorships</td><td><table>
<tr><th>Sr. No.</th><th>Name of Companies</th><th>Designation</th></tr>
<tr><td>1</td><td>Sunflag Commercial Pvt Ltd</td><td>Director</td></tr>
<tr><td>2</td><td>Chatrath Capital Services Private Limited</td><td>Director</td></tr>
<tr><td>3</td><td>Bmc Support and Accounting Services Private Limited</td><td>Director</td></tr>
<tr><td>4</td><td>The Gwalior Forest Products Limited</td><td>Director</td></tr>
</table></td></tr>
<tr><td>Membership / Chairmanship of Committees of other Board</td><td>NIL</td></tr>
</table>

The Board has undertaken due diligence of Mr. Anand Chatrath to determine his eligibility for appointment as Independent Directors on the Board of your Company and based upon his qualification, expertise, track record, integrity, etc recommend his appointment to the shareholders for a period of five years, i.e. up to 01st June, 2031.

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr. Anand Chatrath as an Independent Director of the Company for a period of 5 years commencing from June 01, 2026.

ITEM NO. 6 - Redesignation of Mr. Narottam Das (DIN: 00080612) as an Independent Director of the Company.

Mr. Narottam Das is an experienced corporate professional and a qualified Company Secretary and Cost Accountant, with over five decades of rich experience in the corporate sector. He has served on the Boards of various Companies, including listed entities, and brings with him deep expertise in corporate governance, regulatory compliance, and secretarial practices.

He has been associated with the Board of the Company since 2005 and has made valuable contributions towards strengthening governance frameworks, ensuring compliance with statutory requirements, and supporting effective board-level deliberations and decision-making.

The Board of Directors of the Company at its Meeting held on 01st June, 2026, had re-designated Mr. Narottam Das as Non-Executive Independent Director of the Company for a period of five year commencing from 01st June, 2026 up to the close of business hours on 01st June, 2031 subject to the approval of the Members of the Company in the ensuing Annual General Meeting.

The Company has received from Mr. Narottam Das - (i) A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") and that he is independent of the management; (ii) Consent in writing to act as a Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and (iii) Intimation in Form DIR-8 in terms of Rule 14 of the said Rules, confirming that he is not disqualified from being appointed as a Director under Section 164(1) or 164(2) of the Act, (iv) Disclosure of his concern or interest in any company or bodies corporate, firms or other association of individuals in Form MBP 1 pursuant to Rule 9 of Companies (Meetings of Board and its Powers) Rules,2014, (v) A certificate of registration on the Independent Directors Databank; and (vi) A certificate of exemption from passing the online proficiency self-assessment test as required under Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and in the opinion of the Board, he fulfils the conditions specified under the Act and the Rules made thereunder for appointment as an Independent Director.

Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Narottam Das
DIN	00080612
Date of Birth and Age	26th December, 1937; 88 years
Qualification(s), Experience and Terms & Conditions of Appointment	As mentioned in explanatory statement above
Details of Remuneration sought to be paid	Sitting Fees
Details of the remuneration last drawn by such person (FY 2025-26)	Sitting Fees of ₹ 2,60,000/- paid to him for attending Board and committee meetings during the F.Y. 2025-26
Date of first appointment on the Board	30/12/2005
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
The number of Meetings of the Board attended during FY 2025-26	4 (four)
Other Directorships	NIL
Membership / Chairmanship of Committees of other Board	NA

The Board has undertaken due diligence of Mr. Narottam Das to determine his eligibility for appointment as Independent Directors on the Board of your Company and based upon his qualification, expertise, track record, integrity, etc recommend his appointment to the shareholders for a period of five years, i.e. up to 01st June, 2031.

Therefore, approval of the shareholders is sought by way of an Ordinary resolution for the appointment of Mr. Narottam Das as an Independent Director of the Company for a period of 5 years commencing from June 01, 2026.

Registered Office
Infinium Digispace
4th Floor
CP- 15, Sector- V, Salt Lake City
Kolkata – 700091
Dated: 01.06.2026

By Order of the Board
NICCO ENGINEERING SERVICES LIMITED

s/d
Aanchal Kothari
Company Secretary
ACS: 53924