

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 20TH (TWENTIETH) ANNUAL GENERAL MEETING OF THE MEMBERS OF KERN-LIEBERS (INDIA) PRIVATE LIMITED (U02919KA2005PTC037505) WILL BE HELD ON FRIDAY, 25TH SEPTEMBER 2025 AT 11.00. A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 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 31st March, 2026, including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and the Notes to Accounts together with the Reports of the Board of Directors and Auditors thereon.**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, including the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Cash Flow Statement and the Notes forming part thereof, together with the Reports of the Board of Directors and the Statutory Auditors thereon, as placed before the Members, be and are hereby received, considered and adopted.”

- 2. To consider and approve the re-appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for second term of five consecutive years commencing from 1st April, 2026 and ending on 31st March, 2031 and to determine their remuneration.**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, **M/s B S R & Co. LLP, Chartered Accountants, Bengaluru**, having Firm Registration No. 101248W/W-100022, be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of the 20th Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, on such remuneration, together with applicable taxes and reimbursement of out-of-pocket expenses, as may be determined by the Board of Directors in consultation with the Statutory Auditors.

KERN-LIEBERS (INDIA) PRIVATE LIMITED

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and determine the remuneration and other terms and conditions of appointment of the Statutory Auditors, as may be mutually agreed upon with the Statutory Auditors.”

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things and to execute such documents, make such filings and submissions as may be necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:**3. Ratification of remuneration of Cost Auditors for financial year 2026-27.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s D B & Co., Devarajulu.B Cost Accountants (Registration No: 004780), appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the Financial Year ending March 31, 2027, be paid remuneration of INR.1,15,500/- (Rupees One Lakhs Fifteen Thousand & Five Hundred only) excluding applicable taxes and out-of-pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, to give effect to this resolution.”

For and on behalf of the Board of Directors

Place: Tumkur

Date: 18th September, 2026

Bestha Roopendra Prasad
Company Secretary
FCS - 11830

KERN-LIEBERS (INDIA) PRIVATE LIMITED

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the AGM is annexed hereto.
2. The meeting is being convened at shorter notice after obtaining consent from members holding not less than 95% of the voting power, in compliance with Section 101(1) of the Companies Act, 2013.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be member of the company. A proxy form is enclosed herewith. all proxies in order to be effective, should be completed, signed, stamped and received at the registered office of the company not less than 48 hours before scheduled commencement of the meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty members and holding in the aggregate not more than ten percent voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.
6. Members are requested to affix their signature at the space provided on the Attendance slip and hand over the slip at the entrance to the place of the meeting.
7. The route map and attendance slip is attached to this Notice for the ready reference of members in compliance with the applicable provisions of the Act as well as Secretarial Standards issued by ICSI.
8. Members are requested to notify change in address, if any, immediately to the Company Secretary of the Company quoting their folio numbers.

KERN-LIEBERS (INDIA) PRIVATE LIMITED
A Company of KERN-LIEBERS GROUP

143-151, Phase II
Antharasanahalli Indl. Area, ,
Tumkur - 572106, KARNATAKA / INDIA

Phone: +91 (816) 221 3100
Fax: +91 (816) 221 2120

Website: www.kern-liebers.in
Email : kl-india@kern-liebers.com

CIN : U02919KA2005PTC037505
GSTIN : 29AACCK7057N1ZW
IEC : 0705024245
PAN No: AACCK7057N

DEUTSCHE BANK AG.
No. 26-27, Floor 2. West Wing.
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INR A/c No: 2043461000
IFSC CODE: DEUT0797BGL
EUR A/C: 2043461018
SWIFT: DEUTINBBBGL

KERN-LIEBERS (INDIA) PRIVATE LIMITED

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form; and to the Company Secretary at email roopendra.pb@kern-liebers.com, in case the shares are held by them in physical form.
10. Further, as per Rule 9B of companies (Prospectus and Allotment of Securities) Rule 2014, it has mandated that all requests for transfer of securities shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them.
11. Company has obtained **International Securities Identification Number (ISIN) vide INE1K6C01018** from National Securities Depository Limited (NSDL) for enabling the security holders to demat their existing securities. Shareholders are requested to avail this facility and demat their existing securities.
12. Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the Company, in case the shares are held in physical form.
14. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM, are requested to write to the Company before the date of the AGM, through e-mail on sudhirg.mhetre@kern-liebers.com or roopendra.pb@kern-liebers.com. The same will be replied by the Company suitably.
- SS
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available at the registered office of the Company for inspection by the members during the AGM.

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16. All other documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to roopendra.pb@kern-liebers.com
17. The route map showing directions to reach the venue of the ensuing Annual General Meeting is enclosed herewith.

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EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Special Business of the Notice:

Item No.2

The Board of Directors recommends the **Ordinary Resolution** set out at **Item No.2** of the accompanying Notice for approval of the Members.

The Members are informed that **M/s B S R & Co. LLP, Chartered Accountants, Bengaluru, having Firm Registration No. 101248W/W-100022**, are the existing Statutory Auditors of the Company and their present term of office expires at the conclusion of the ensuing 20th Annual General Meeting.

The Board of Directors, at its meeting held on 18th September, 2026, after considering the performance, experience and eligibility of the existing Statutory Auditors, proposed their re-appointment for a second term of five consecutive years commencing from 1st April, 2026 and ending on 31st March, 2031, subject to the approval of the Members.

M/s B S R & Co. LLP have furnished their consent to the proposed re-appointment and have confirmed that they satisfy the applicable eligibility criteria and are not disqualified for such re-appointment under the provisions of the Companies Act, 2013. They have further confirmed their compliance with the requirements of Section 141 of the Companies Act, 2013, including Section 141(3)(g) relating to the maximum number of audit assignments.

The remuneration payable to M/s B S R & Co. LLP for their services as Statutory Auditors shall be determined by the Board of Directors in such manner as may be authorised by the Members at the ensuing 20th Annual General Meeting, in accordance with Section 142 of the Companies Act, 2013.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution for their re-appointment for the aforesaid term.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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The Board of Directors recommends the Ordinary Resolution set out at **Item No. 2** of the accompanying Notice for approval of the Members.

Item No. 3:**Ratification of remuneration payable to Cost Auditors for FY 2026-27:**

In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a Cost Auditor to audit the cost records of the Company, for products and services specified under Rules issued in pursuance to the above section, the Board of Directors had approved the appointment of M/s D B & Co., Devarajulu.B Cost Accountants (Registration No: 004780), as Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2026-27, at a remuneration of INR.1,15,500/- (Rupees One Lakhs Fifteen Thousand & Five Hundred only) plus applicable taxes and out of pocket expenses at actuals.

M/s D B & Co., Devarajulu.B Cost Accountants, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the cost auditor has to be ratified by the shareholders of the Company.

The Board of Directors recommends the resolution at Item No. 2 of the Annual General Meeting (AGM) Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No.3**.

For and on behalf of the Board of Directors

Place: Tumkur
Date: 18th September, 2026

Bestha Roopendra Prasad
Company Secretary
FCS - 11830

KERN-LIEBERS (INDIA) PRIVATE LIMITED
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)

Corporate Identification Number (CIN)	U02919KA2005PTC037505
Name of the Company	Kern-Liebers (India) Private Limited
Registered Office	143-151, 2nd Phase, Antharasanahalli Industrial Area, Tumkur - 572106, Karnataka, India
Name and Address of the shareholder(s)	
E-mail ID	
Folio No.	
I/We being the shareholder(s) of _____ Shares of Kern-Liebers (India) Private Limited, hereby appoint	
1. Name	Email ID.
Address	Signature or failing him.
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20 th Annual General Meeting of the Company at the Registered Office of the company situate at 143-151, 2nd Phase, Antharasanahalli Industrial Area, Tumkur - 572106 Karnataka, India on Friday, 25 th September, 2026 at 11.00 A.M or any adjournment thereof in respect of such resolutions as are indicated below:	

S.No	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and the Notes to Accounts together with the Reports of the Board of Directors and Auditors thereon.		
2.	To consider and approve the re-appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for second term of five consecutive years commencing from 1st April, 2026 and ending on 31st March, 2031 and to determine their remuneration.		
Special Business			
3.	Ratification of remuneration of Cost Auditors for financial year 2026-27.		

Signed this _____ day of _____ September, 2026
Signature of Shareholder
Signature of Proxy holder(s)

NOTE: The proxy form must be deposited at the registered office of the company not less than 48 hours before the meeting.

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ATTENDANCE SLIP
(To be presented at the entrance)

20th ANNUAL GENERAL MEETING

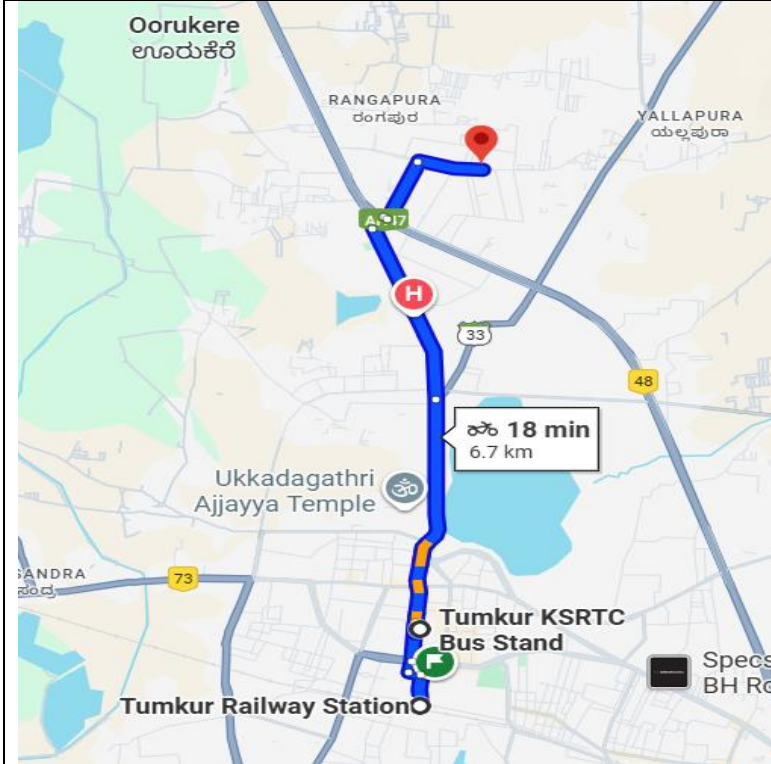
I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the company being held at 143-151, 2nd Phase, Antharasanahalli Industrial Area, Tumkur - 572106 Karnataka, India on Friday, 25th September 2026 at 11.00 A.M or/any adjournment thereof.

Name of the attending shareholder (in BLOCK LETTERS)	
Name of the proxy (to be filled in, if proxy attends)	
Signature of the shareholder	
Signature of proxy	
Regd. Folio Number	
Number of shares held	

Note:

- Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signature on them.
- Shareholders are informed that no duplicate attendance slips will be issued at the venue of the meeting.

ROUTE MAP FOR THE VENUE



[Tumkur Railway Station/Bus Stand]

(NH-69 / Sira Road)

[Antharasanahalli Junction]

[KIADB Road]

[Tumkur University]

[Industrial Training Institute]

Antharasanahalli Industrial Area - 2nd Phase]

[Kern-Liebers (India) Pvt. Ltd.]
Plots No. 143-151

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