

NOTICE OF 2nd ANNUAL GENERAL MEETING

NOTICE is hereby given 2nd Annual General Meeting of the Members of **KRAUS CASUALS PRIVATE LIMITED** (the "Company") will be held on Friday, September 18, 2026 at 11.00 A.M. at the Registered office of the Company situated at Godown No.2, Punjab Foundry Compound, Opp. Classic Studio, Kasimira, Mira Bhayandar Road, Mira Road East, Thane, Maharashtra, India, 401107 to consider and transact the following business:

ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026 including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**: -

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2026, the Profit & Loss Statement and Cash flow statement for the period ended on that date, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby considered and adopted"

2. To appoint a Director in place of Mr. Pankaj K. Jain (DIN: 02920279) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**: -

"RESOLVED THAT Mr. Pankaj K. Jain (DIN: 02920279), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS: -

3. To approve payment of remuneration to Mr. Ravi A. Punjabi (DIN:-09016025), Managing Director of the Company for the remaining period of his present term of appointment i.e. July 01, 2027 to June 30, 2029, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial years during the aforesaid period.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:



KRAUS CASUALS PRIVATE LIMITED

CIN: U14101MH2024PTC425636

Registered office Address: - Godown No.2, Punjab Foundry Compound, Opp. Classic Studio,
Kasimira Mira Bhayandar Road, Kasimira, Mira Road East, Mira Road, Thane,
Maharashtra, India, 401107, Website: - www.krausjeans.com

E-mail:- online@krausjeans.com, Tel No.: - 022-29451226/8433732233

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and the Rules made thereunder and in furtherance of the resolutions passed by the Members at the 1st Annual General Meeting of the Company held on September 08, 2025 and based on the recommendations of the Nomination and Remuneration Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, consent of the members be and is hereby accorded for the payment of remuneration as detailed below to Mr. Ravi A. Punjabi (DIN: 09016025), Managing Director of the Company in accordance with the terms of employment agreement entered into between the Company and Mr. Ravi A. Punjabi for the remaining period of his present term of appointment from July 01, 2027 to June 30, 2029:

1. Salary in the scale of ₹ 8,50,000/- to ₹ 13,00,000/- per month including all allowances and perquisites as per the salary structure of the Company with authority to the Board of Directors of the Company to grant such increments within the said scale as it may determine from time to time in accordance with the terms of employment agreement entered into between the Company and Mr. Ravi A. Punjabi;

The Company's contribution to provident fund as per the rules of the Company and to the extent not taxable under the income tax law shall not be included for the purpose of computation of the overall ceiling of remuneration.

The valuation of perquisite shall be as per the Income Tax Rules and wherever no method of valuation is prescribed therein, the same shall be valued at the cost to the Company.

2. Performance Linked Incentive for the period from July 1, 2027 to June 30, 2029, such that the incentive together with the remuneration proposed to be paid to Mr. Ravi A. Punjabi during his remaining tenure as Managing Director, payable quarterly or at such other intervals as may be decided by the Board from time to time does not exceed ₹2,50,00,000/- (Rupees Two Crores Fifty Lakhs Only) in aggregate;
3. Gratuity as applicable as per the provisions of the relevant act and as per rules of the Company;
4. Reimbursement of expenses incurred in respect of his official duties including travel and entertainment expenses;

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Act are exceeded in any financial year during the remaining term of office of Mr. Ravi A. Punjabi as Managing Director i.e. July 01, 2027 to June 30, 2029, the payment of above remuneration by way of fixed pay, variable pay, performance linked incentives, perquisites, allowances and other benefits shall be made as the Minimum Remuneration for remainder period of the tenure of his appointment i.e. upto June 30, 2029 or such other period as may be statutorily permitted;


Ravi A. Punjabi

KRAUS CASUALS PRIVATE LIMITED

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FURTHER RESOLVED THAT all other existing terms and conditions of appointment of Mr. Ravi A. Punjabi shall remain unchanged unless otherwise modified by the Board of Directors of the Company;

FURTHER RESOLVED THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution;

LASTLY RESOLVED THAT Mr. Ravi A. Punjabi, Managing Director and Mr. Kiran A. Sawant Company Secretary be and are hereby jointly and/or severally authorized to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**By Order of the Board of Directors
For KRAUS CASUALS PRIVATE LIMITED**



K.A. Sawant
Kiran Sawant
Company Secretary

Regd. Office:
Godown No.2, Punjab Foundry Compound,
Opp. Classic Studio, Kasimira, Mira Bhayandar Road,
Kashimira, Mira Road East, Thane- 401107
Place: Thane
Date:- 05/08/2026

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NOTES:

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective, must be received by the company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

The instrument appointing the proxy in order to be effective, must be deposited at the Registered office of the Company, duly completed and signed, not less than 48 Hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc, must be supported by an appropriate resolution/authority, as applicable.

A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
5. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days upto the date of Annual General Meeting.
6. The Company has been maintaining, inter alia, the following statutory registers at its registered office of the Company
 - i) Register of contracts or arrangements in which Directors are interested under section 189 of the Act.
 - ii) Register of Directors and key managerial personnel and their shareholding under section 170 of the Act.

The said registers shall remain open inspection and be accessible to any Member during the continuance of the meeting.

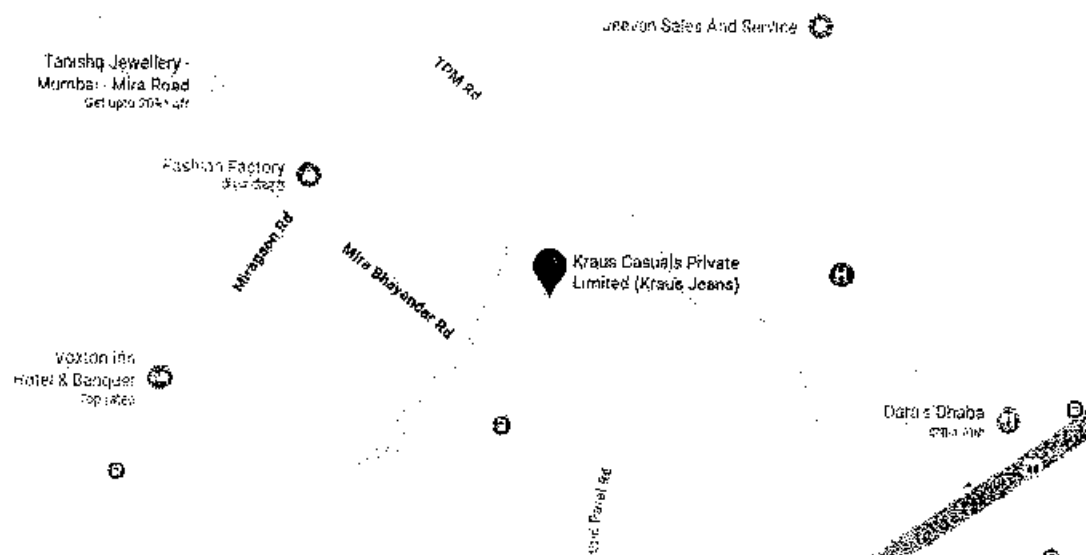
A circular stamp with a handwritten signature in the center, likely representing the authorized representative of the company.

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7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
8. Brief profile of the Directors Seeking appointment/re-appointment in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) is annexed hereto **Annexure** and forms part of the Notice.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2), a route map and prominent landmark for easy location to the venue of the Meeting is annexed.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA

The following sets out all material facts relating to item under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

ITEM NO. 3:-

Mr. Ravi A. Punjabi (DIN: 09016025) was appointed as the Managing Director of the Company by the Board of Directors at its meeting held on July 5, 2024, for a term of five (5) years commencing from July 1, 2024 and ending on June 30, 2029, on the terms and conditions set out in the employment contract entered into with him.

Subsequently, the Members of the Company, at the 1st Annual General Meeting held on September 8, 2025, passed a Special Resolutions ratifying:

1. the appointment of Mr. Ravi A. Punjabi as Managing Director of the Company for a term of five (5) years from July 1, 2024 to June 30, 2029;
2. the employment contract entered into with Mr. Ravi A. Punjabi; and
3. approved the remuneration paid/payable to Mr. Ravi A. Punjabi as Managing Director for the period from July 1, 2024 to June 30, 2027, in accordance with the terms of the employment contract, including the payment of minimum remuneration in the event of absence or inadequacy of profits.

The aforesaid remuneration, including the minimum remuneration payable in case of absence or inadequacy of profits, was approved based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and is valid for a period of three (3) years, i.e., from July 1, 2024 to June 30, 2027.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, payment of remuneration (including as minimum remuneration) is subject to the approval of shareholders by way of Special Resolution. The Board of Directors of the Company recommends passing of the Special Resolution at Item No.3 of the Notice.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limits as specified in Section 197 and/or Schedule V of the Companies Act, 2013, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding three (3) years, compliance of disclosure requirements and other conditions stated therein.



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In view of the above, in the event of absence or inadequacy of profits in any financial year during the remaining tenure of Mr. Ravi A. Punjabi's current term of appointment, i.e., from July 1, 2027 to June 30, 2029, the Company shall continue to pay remuneration in accordance with the terms of employment agreement entered into between the Company and Mr. Ravi A. Punjabi comprising fixed pay, performance linked incentives, perquisites, allowances, and other benefits, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 and/or Schedule V of the Companies Act, 2013 or under any other law for the time being in force, if any and accordingly recommends the Special Resolution at Item No. 3 of the Notice. Mr. Ravi A. Punjabi holds a Bachelor's Degree and is the Managing Director and one of the promoters of the Company. He has played a pivotal role in establishing and expanding the Company's retail store network, contributing significantly to its growth and market presence. With his entrepreneurial vision and extensive business acumen, he has been instrumental in shaping the Company's retail strategy and driving its business development initiatives.

Considering the extensive experience in the industry, extensive knowledge, operational understanding and familiarity with production processes along with strong leadership qualities, a strategic vision towards organizational growth, the Board of Directors recommends the Special resolution set out at Item No.3 of the accompanying Notice for the approval of the Members.

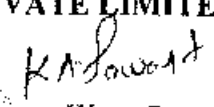
The statement as required under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as **Annexure**.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Ravi A. Punjabi and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

**By Order of the Board of Directors
For KRAUS CASUALS PRIVATE LIMITED**


Kiran Sawant
Company Secretary



Regd. Office:
Godown No.2, Punjab Foundry Compound,
Opp. Classic Studio, Kasimira, Mira Bhayandar Road,
Kashimira, Mira Road East, Thane- 401107
Place: Thane
Date:- 05/08/2026

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Annexure

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as Annexure Disclosures required to be made pursuant to Section II of Part II of Schedule V are as under: -

I. General information:

Nature of industry	Apparel industry
Date or expected date of commencement of commercial production	Existing Company operational since May 2024
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	In financial year 2025-26, Company has reported revenue of Rs. 26249.37 lakhs and Profits before tax of Rs. 2791.61 lakhs and Profits after tax of Rs. 2077.61 lakhs In financial year 2024-25, Company has reported revenue of Rs. 16242.52 lakhs and Profits before tax of Rs. 1259.91 lakhs and Profits after tax of Rs. 942.82 lakhs
Foreign investments or collaborations, if any.	The Company has not incurred any expenditure on account of foreign investments or collaborations during the last five years as the Company has neither made any foreign investments nor entered into any foreign collaboration agreement

II. Information about the Mr. Ravi A. Punjabi, Managing Director of the Company:

Background details	Mr. Ravi A. Punjabi was appointed on the Board of the Company as Managing Director of the Company with effect from July 01, 2024. He has in depth knowledge of core business of the Company.
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Past remuneration	During the Financial year 2024-25, Mr. Ravi A. Punjabi was paid remuneration of Rs. 57.66 Lakhs. During the Financial year 2025-26 Mr. Ravi A. Punjabi was paid remuneration of Rs. 84.43 Lakhs.
Recognition or awards	None
Job profile and his suitability	As Managing Director, Mr. Ravi A. Punjabi performs such duties and exercise such powers as are entrusted to him from time to time by the Board of Directors of the Company. In view of Mr. Ravi A. Punjabi rich and vast experience in the fields in which the Company is engaged, he is competent to discharge the functions and tasks associated with his position as Managing Director of the Company. As per the job profile, he was suitable for the role.
Remuneration proposed	As stated in resolution no. 3 of this notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration as proposed for Mr. Ravi A. Punjabi 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 nature of its businesses. Moreover, in his position as Managing Director of the Company, Mr. Ravi A. Punjabi devotes his substantial time in overseeing the operations of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Ravi A. Punjabi is not related to any of the Directors and Key Managerial Personnel of the Company.



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III. Other information:

Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provisions of Section 197(1) of the Companies Act, 2013 and Schedule V thereto and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Ravi A. Punjabi from July 01, 2027 to June 30, 2029.
Steps taken or proposed to be taken for improvement	The Company is taking steps to expand its geographical presence and making necessary efforts to improve its performance by aggressively implementing its marketing strategies and cost reduction initiatives along with revenue enhancement initiatives.
Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 3.

Except Mr. Ravi A. Punjabi, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except in their capacity as Directors.

Annexure

Details in Terms of Secretarial Standard 2, in respect of the Directors seeking appointment/re-appointment.

Director seeking re-appointment	
Name of Director	Mr. Pankaj Kewalchand Jain
Category / Designation	Nominee Director (Non-Executive Director)
Director Identification Number	02920279
Age	41 years

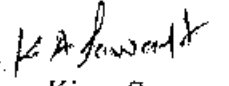
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E-mail:- online@krausjeans.com, Tel No.: - 022-29451226/8433732233

Date of Birth	May 29, 1985
Original Date of Appointment	July 18, 2024
Qualifications	Chartered Accountant
Directorship in other Companies	Kewal Kiran Developers Limited Synthofine Chemicals of India Private Limited Mobavenue AI Tech Limited Aapricot Clothing LLP
Chairmanship / Membership of Committees in other Companies	Mr. Pankaj K. Jain is Member of following committee's of Mobavenue AI Tech Limited Audit Committee - Chairman Nomination & Remuneration Committee- Chairman
Number of Equity Shares held in the Company	Nil
Terms and conditions of re-appointment	Re-appointment as a Director of the Company, liable to retire by rotation.
Remuneration last drawn, if applicable	Nil
Remuneration proposed to be paid	Nil
Number of Meetings of the Board attended during the year 2025-26	4
Number of Equity Shares held in the Company	Nil
Relationship between Directors interse; with other Directors and Key Managerial Personnel of the Company	None
Justification for choosing the appointee for appointment as Independent Director	Not Applicable

By Order of the Board of Directors
For KRAUS CASUALS PRIVATE LIMITED


Kiran Sawant
Company Secretary

Regd. Office:
Godown No.2, Punjab Foundry Compound,
Opp. Classic Studio, Kasimira, Mira Bhayandar Road,
Kashimira, Mira Road East, Thane- 401107
Place: Thane
Date:- 05/08/2026

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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]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	DPID

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

Name :	E-mail id:
Address:	
Signature or failing him	
Name :	E-mail 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 2nd Annual General Meeting of the Company, to be held on Friday, September 18, 2026 at 11.00 a.m. at the Registered office of the Company situated at Godown No.2, Punjab Foundry Compound, Opp. Classic Studio, Kasimira Mira Bhayandar Road, Kashimira, Mira Road East, Thane, Maharashtra, India, 401107 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolution(s)	Vote	
	ORDINARY BUSINESS:-	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026 including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Pankaj K. Jain (DIN: 02920279) who retires by rotation and being eligible, offers himself for re-appointment.		
	SPECIAL BUSINESS: -		
3.	To approve payment of remuneration to Mr. Ravi A. Punjabi (DIN:-09016025), Managing Director of the Company for the remaining period of his present term of appointment i.e. July 01, 2027 to June 30, 2029, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial years during the aforesaid period.		

Signed this ___ day of ___ 2026

Signature of shareholder

Signature of Proxy holder(s)

Affix
Stamp

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

ATTENDANCE SLIP
Annual General Meeting
KRAUS CASUALS PRIVATE LIMITED
[CIN: U14101MH2024PTC425636]

Registered office: Godown No.2, Punjab Foundry Compound, Opp. Classic Studio
Kasimira Mira Bhayandar Road, Kashimira, Mira Road East, Thane, Maharashtra, India,
401107. E-mail :- ravi@krausjeans.com,

Tel No.:- 022-29451226/8433732233 Website: - www.krausjeans.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Date	Venue	Time
September 18, 2026	Godown No.2, Punjab Foundry Compound, Opp. Classic Studio Kasimira Mira Bhayandar Road, Kashimira, Mira Road East, Mira Road, Thane, Maharashtra, India, 401107	11.00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Name And Address of Shareholder:-	
Name of proxyholder:-	
No. Of shares held:-	
Folio No. / DP ID Client ID No.:-	

I hereby record my presence at the 2nd Annual General Meeting of the Members of **KRAUS CASUALS PRIVATE LIMITED** held on Friday, September 18, 2026 at 11.00 a.m. at the Registered office of the Company situated at Godown No.2, Punjab Foundry Compound, Opp. Classic Studio, Kasimira, Mira Bhayandar Road, Mira Road East, Thane. Maharashtra, India, 401107.

Signature of the Shareholder or Proxy: _____

NOTES:

- Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

