



LIMITED

Heavy Electro-Mechanical Repairs

Office: 501/B - Wing, Raj Residency, Gujar Lane, Off S. V. Road, Santa Cruz (West), Mumbai 400054

Email: evanselectric.mumbai@gmail.com Web: www.evanselectric.co.in

GST:27AAACE2502Q1ZM

PAN:AAACE2502Q

NOTICE CONVENING 74th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **74th** (Seventy Fourth) Annual General Meeting of the Members of **Evans Electric Limited** (the "Company"), will be held on **Monday, 29th September, 2025** at **11.30 a.m. (IST)** through **Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")** at the deemed venue of the Registered office of the Company situated at 501/B - Wing, Raj Residency, Gujar Lane, Off S. V. Road, Santa Cruz (West), Mumbai 400054 to transact the following business as listed below:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended **March 31, 2025**, comprising of the Balance Sheet, the Statement of Profit and Loss, Cash flow Statement and notes together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm a final dividend of Rs 1.50 (Rupees One and Paise Fifty Only) per share of Rs. 10/- (Rupees Ten) each, fully paid-up.
3. To appoint Mr. Ivor Anthony Desouza (DIN: 00978987), who is liable to retire by rotation as a Director of the Company pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To approve appointment of A. Sekar (Sekar Ananthanarayan), Practicing Company Secretary, as Secretarial Auditor of the Company for a period of five years from F.Y. 2025–26 to F.Y. 2029–30.

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), Mr. A. Sekar (Sekar Ananthanarayan), Practicing Company Secretary be and is hereby appointed as Secretarial Auditor of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

Works: Plot No. 22, Genesis Industrial Complex, Off Palghar Boisar Road, Palghar – 401 404, Dist. Palghar (W.R.)

Phone: 9665053663 / 9209066038. Email: works@evanselectric.co.in

CIN: L74999MH1951PLC008715

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. To regularize appointment of Mr. Kalyan Vijay Sivalenka (DIN: 06404449) as a Director (Non-Executive) of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, Section 150 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the relevant rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modifications or re-enactments thereof for the time being in force and based on the recommendation of Nomination and Remuneration Committee and the board, consent of the members be and is hereby accorded to appoint Mr. Kalyan Vijay Sivalenka (DIN: 06404449) as a Director (Non-Independent Director & Non-Executive) of the Company on such terms and conditions as may be mutually decided.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to file necessary forms with the Ministry of Corporate Affairs (MCA), intimate the stock exchanges as per SEBI LODR Regulations, and do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

6. To regularize appointment of Ms. Olga Noela Lume Pereira as an Independent Woman Director (Non-Executive) of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) including any amendments or re-enactments thereof and based on the recommendation of Nomination and Remuneration Committee and board, consent of the members be and is hereby accorded to appoint Ms. Olga Noela Lume Pereira (DIN:11083255) as an Independent Woman Director (Non-Executive) of the Company not be liable to retire by rotation for a term of five (5) consecutive years starting from May 28, 2025 till May 27, 2030.

RESOLVED FURTHER THAT the Board notes that Ms. Olga Noela Lume Pereira has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, and has also given her consent to act as a Woman Independent Director of the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to sign and execute all such documents and papers (including appointment

letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies, intimate the stock exchanges as per SEBI LODR Regulations and to do all such acts, deeds and things as may be consider expedient and necessary to give effect to the above resolution.”

7. To regularize appointment of Mr. Lancelot Gerard DCunha (DIN: 00484946) as an Independent Director (Non-Executive) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) including any amendments or re-enactments thereof and based on the recommendation of Nomination and Remuneration Committee and board, consent of the members be and is hereby accorded to appoint Mr. Lancelot Gerard DCunha (DIN: 00484946) as an Independent Director (Non-Executive) of the Company not be liable to retire by rotation for a term of five (5) consecutive years starting from March 01, 2025 till February 28, 2030.

RESOLVED FURTHER THAT the Board notes that Mr. Lancelot Gerard DCunha has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015, and has also given his consent to act as an Independent Director of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and execute all such documents as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be consider expedient and necessary to give effect to the above resolution.”

8. To regularize appointment of Mr. Wilson DeSouza (DIN: 01605439) as a Whole Time Director (Executive) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 196, 203 read with Schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) including any amendments or re-enactments thereof and based on the recommendation of Nomination and Remuneration Committee and board, consent of the members be and is hereby accorded to appoint Mr. Wilson DeSouza (DIN: 01605439) as a Whole Time Director (Executive) of the Company liable to retire by rotation, for a period of Five (5) years starting from March 01, 2025 till February 28, 2030 on such terms and conditions as may be mutually agreed.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and execute all such documents as may be required for the purpose and file necessary e-form

with the Registrar of Companies and to do all such acts, deeds and things as may be consider expedient and necessary to give effect to the above resolution.”

9. To approve the remuneration payable to Mr. Wilson DeSouza (DIN: 01605439) as a Whole Time Director (Executive) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and Board, consent of the members be and is hereby accorded to pay the remuneration of Rs 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month as a Basic Salary and perquisites and allowances shall not exceed Rs.1,00,000 (Rupees One Lakhs) per month (inclusive of HRA, medical reimbursement, conveyance allowance, and other standard allowances as per Company policy) for a period of 3 years starting from March 01, 2025 till February 28, 2028 to Mr. Wilson DeSouza (DIN: 01605439) as Whole-time Director (Executive) of the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to file necessary forms with the Ministry of Corporate Affairs (MCA), intimate the stock exchanges as per SEBI LODR Regulations, and do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

10. To approve appointment of Mr. Wilson DeSouza (DIN: 01605439) as Whole-time Director who has attained the age as per Section 196 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 196(3)(a) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and other applicable rules made thereunder other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any consent of the members be and is hereby accorded to appoint Mr. Wilson DeSouza (DIN: 01605439) who has attained the age as per Section 196 of the Companies Act, 2013, as Whole-time Director of the Company, liable to retire by rotation, for a period of 5 years starting from March 01, 2025 till February 28, 2030 on such terms and conditions as may be mutually agreed.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby authorized to file necessary forms with the Ministry of Corporate Affairs (MCA), intimate the stock exchanges as per SEBI LODR Regulations, and 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 **Evans Electric Limited**

Place: Mumbai
Date: September 04, 2025

Ivor Anthony Desouza
Director
DIN: 00978987

NOTES:

1. In continuation of this Ministry's General Circular No. 20/2020 dated 05.05.2020, No. 02/2022 dated 05.05.2022, No. 10/2022 dated 28.12.2022, and No. 09/2023 dated 25.09.2023, and upon due examination, the Ministry has now issued General Circular No. 09/2024 dated 19.09.2024, which allows companies whose AGMs are due in the years 2024 or 2025 to conduct their AGMs through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) up to 30th September 2025, in accordance with the requirements set forth in paragraphs 3 and 4 of General Circular No. 20/2020 dated 05.05.2020. However, it is hereby clarified that General Circular shall not be construed as conferring any extension of statutory time for holding of AGMs by the companies under the Companies Act, 2013 (the Act) and the companies which have not adhered to the relevant statutory timelines shall be liable to legal action under the appropriate Provisions of the Act.
2. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. **IN TERMS OF THE CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO THE MEMBERS OF THE COMPANY AS PER THE PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS OF THE COMPANY WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 74TH AGM (THE "NOTICE").**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Company Secretary by their registered email address to cs@evanselectric.co.in

4. Since the 74th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 74th AGM shall be the Registered Office of the Company.**
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Thursday, September 25, 2025** (cut-off date), are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
7. The Register of the Members and Share Transfer Books of the Company will remain closed from **Friday, September 26, 2025 to Monday, September 29, 2025** (both days inclusive) for the purpose of AGM.

8. The Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice'.
9. Only those Members, who are present in the Meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the AGM. However, Members who would have cast their votes by remote e-voting may attend the Meeting but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
10. The Board of Directors of the Company has appointed M/s MSDS & Associates, Practicing Company Secretaries, to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the Meeting in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report will be displayed on the Company's website, <http://evanselectric.co.in/>
12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., **Monday, 29th September, 2025.**

13. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Friday, September 26, 2025 at 9:00 a.m. IST and ends on Sunday, September 28, 2025 at 5:00 p.m. IST. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date i.e. Thursday, September 25, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. The facility for e-Voting shall also be made available during the AGM and the Members attending the AGM who have not already cast their votes through remote e-Voting and are otherwise not barred from doing so, shall be able to exercise their voting rights during the AGM.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

- v. **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.**

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-Voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding	<p>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</p>

<p>securities in demat mode with NSDL</p>	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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/IdeasDirectReq.jsp</p> <p>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 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 or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 22 55 33.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.

- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **“LOGIN”** under **“CUSTODIAN LOGIN”** tab and further Click on **“Forgot your password?”**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **“RESET”**.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.
Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **“EVENTS”** option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **“VC/OAVM”** link placed beside of **“VIDEO CONFERENCE LINK”** option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates,

nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants.

15. The Notice of the AGM along with the Annual Report **2024-25** is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for F.Y. **2024-25** will also be available on the Company's website at <https://www.evanselectric.co.in/>
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **September 19, 2025** on cs@evanselectric.co.in.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members during the AGM.
18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@evanselectric.co.in on or before **September 19, 2025**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Information at a glance:

Particulars	Details
Mode	Video conference and Other Audio-Visual Means.
AGM Date with time	Monday, 29th September, 2025 at 11:30 A.M. (IST)
Link for Participation through video-conferencing	https://ivote.bigshareonline.com
Helpline number for VC participation	1800 22 54 22
Book Closure Date	Friday, September 26, 2025 to Monday, September 29, 2025 (both days inclusive).
E-voting Cut-off of Date	Thursday, September 25, 2025
E-Voting period	Friday, September 26, 2025 at 9:00 a.m. IST and ends on Sunday, September 28, 2025 at 5:00 p.m. IST
Name, address and contact details of Registrar and Transfer Agent	<p><u>Contact person:</u></p> <p>Mr. Jibu John Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059</p>

	Email id: jibu@bigshareonline.com Contact number: 7045030377
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Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges):

Name of the Director	Mr. Ivor Anthony Desouza
Designation	Chairman & Executive Director
Director Identification Number	00978987
Brief resume and nature of expertise in specific functional areas	56 Years' Experience in Reverse Engineering, Repair, Re-design and Component manufacture of any make, size and design of Electric Motors, Power Generators and Transformers.
Qualification	<ul style="list-style-type: none"> • Diploma in Electrical Engineering • Advanced specialized training at BERL UK, • Advanced training in Machine Design and Performance at Westinghouse Electric Inc. USA.
Disclosure of relationships between directors inter -se;	Nil
No. of Equity Shares held in the Company	27,61,972
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable

Name of the Director	Mr. Kalyan Vijay Sivalenka
Designation	Director (Non-Executive)
Director Identification Number	06404449
Brief resume and nature of expertise in specific functional areas	Attached

Qualification	CFA charter holder
Disclosure of relationships between directors inter -se;	Nil
No. of Equity Shares held in the Company	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Megasoft Limited – Director <u>Committees Members in Megasoft Limited:</u> Audit Committee – Chairperson Nomination and remuneration committee – Member Stakeholders Relationship Committee – Chairperson
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable

Name of the Director	Ms. Olga Noela Lume Pereira
Designation	Independent Woman Director (Non-Executive)
Director Identification Number	11083255
Brief resume and nature of expertise in specific functional areas	Attached
Qualification	5 years Bachelor of Legislative Laws (BSL, LLB)
Disclosure of relationships between directors inter -se;	Nil
No. of Equity Shares held in the Company	0
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the	Ms. Olga Noela Lume Pereira possesses extensive experience in legal field, demonstrating strong analytical, governance,

manner in which the proposed person meets such requirements.	and leadership skills. She has a sound understanding of board processes and corporate compliance. Her professional qualifications and years of work experience in legal field equip her to provide independent judgment and strategic guidance to the Board.
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Name of the Director	Mr. Wilson DeSouza
Designation	Whole Time Director (Executive)
Director Identification Number	01605439
Brief resume and nature of expertise in specific functional areas	Attached
Qualification	Bachelor of Science Physics and Chemistry – Bombay University. Certification programs in Sales and Marketing from IIM Calcutta.
Disclosure of relationships between directors inter -se;	Nil
No. of Equity Shares held in the Company	0
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable

Name of the Director	Mr. Lancelot Gerard DCunha
Designation	Independent Director (Non-Executive)
Director Identification Number	00484946
Brief resume and nature of expertise in specific functional areas	Attached
Qualification	Chartered Accountant
Disclosure of relationships between directors inter -se;	Nil
No. of Equity Shares held in the Company	Nil

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Lancelot Gerard DCunha possesses strong financial acumen and strategic advisory expertise, backed by over 35 years of experience in Equity Portfolio & Wealth Management and Capital Markets. His professional background as a Fellow Chartered Accountant equips him with the skills and capabilities required to effectively discharge the responsibilities of an Independent Director.

By Order of the Board of Directors
For **Evans Electric Limited**

Place: Mumbai

Date: September 04, 2025

Ivor Desouza

Director

DIN: 00978987

LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 4**

The Board of Directors, on the recommendation of the Audit Committee, has in their meeting held on May 28, 2025. approved the appointment of Mr. A. Sekar (Sekar Ananthanarayan), Practicing Company Secretary, as the Secretarial Auditor of the Company for a period of five consecutive financial years from FY 2025–26 to FY 2029–30 to conduct the Secretarial Audit as required under Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015 subject to the approval of the members. The profile of Mr. A. Sekar is attached with this Notice.

As per Regulation 24A of SEBI (LODR) Regulations, 2015, consent of members by way of Ordinary Resolution is required. Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kalyan Vijay Sivalenka (DIN: 06404449) as an Additional Director (Non-Executive) effective May 28, 2025. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this AGM.

Further, the disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Sr. No	Particulars	Details
1.	Director Identification Number (DIN)	06404449
2.	Age	45 years
3.	Qualification	CFA charter holder
4.	Experience	Mr. Kalyan V. Sivalenka is a seasoned venture capitalist and the *Managing Partner at Hyderabad Angel Funds (HAF)*, a SEBI-registered ₹100 crore venture capital fund. With over two decades of experience in investment banking, private equity, and corporate finance, Mr. Sivalenka has advised a wide range of mid-market and growth-stage companies on capital raising, mergers & acquisitions, and business strategy.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Kalyan Vijay Sivalenka is a Non-executive Non Independent Director of the Company. Mr. Kalyan Vijay Sivalenka. He is entitled for sitting fees for attending Board and Committees Meeting.

6.	Date of first appointment on Board	28/05/2025
7.	Shareholding in company	Nil
8.	Relationship with other Director and KMP	None
9.	No. of Board meetings attended during the year	2/2 (In F.Y 2025-26)
10.	Other Directorship, Membership/Chairmanship of Committees of other Boards	<p>Directorship in Companies:</p> <ol style="list-style-type: none"> 1. Megasoft Limited – Director 2. Hyderabad Angels Ventures Advisory Private Limited – Director 3. Antrep Invest Private Limited – Director 4. Springforth Capital Advisors Private Limited - Managing Director 5. Springforth Investment Managers Private Limited- Director 6. Spherexx Artificial Intelligence Private Limited - Director <p><u>Membership/Chairmanship of Committees:</u></p> <p>a. Megasoft Limited</p> <p>Audit Committee – Chairperson Nomination and remuneration committee – Member Stakeholders Relationship Committee - Chairperson</p>

The Board considers that his appointment will be in the best interests of the Company and accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice.

Except Mr. Kalyan Vijay Sivalenka and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Board, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Olga Noela Lume Pereira (DIN: 11083255) as an Additional Director (Independent Woman Director-Non-Executive) effective May 28, 2025 for a term of five consecutive years till May 27, 2030, subject to the approval of members. She has submitted a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations, 2015, and has consented to act as Independent Director.

Further, the disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Sr. No	Particulars	Details
1.	Director Identification Number (DIN)	11083255

2.	Age	46 years
3.	Qualification	BSL, LLB
4.	Experience	Ms. Olga Noela Lume Pereira is a highly self-motivated professional with 22 years of experience in the legal field specializing in corporate litigation and its strategy, legal documentation and legal compliance.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Ms. Olga Noela Lume Pereira is a Non-executive Independent Woman Director of the Company. She is not entitled for any remuneration in the Company other than sitting fees for attending Board and Committees Meeting.
6.	Date of first appointment on Board	28/05/2025
7.	Shareholding in company	Nil
8.	Relationship with other Director and KMP	None
9.	No. of Board meetings attended during the year	2/2 (In F.Y 2025-26)
10.	Other Directorship, Membership/Chairmanship of Committees of other Boards	None
11.	Justification for appointment	Ms. Olga Noela Lume Pereira brings extensive experience in the legal field, with proven analytical, governance, and leadership capabilities. She possesses a strong understanding of board processes and corporate compliance, which, along with her professional qualifications and years of legal practice, equips her to provide independent judgment and valuable strategic guidance to the Board.

The Board considers that her appointment will be in the best interests of the Company and accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 6 of this Notice.

Except Ms. Olga Noela Lume Pereira and her relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 7

The Board, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Lancelot Gerard DCunha (DIN: 00484946) as an Additional Director (Independent Director) (Non-Executive) effective March 01, 2025, for a term of five consecutive years till February 28, 2030, subject to approval of members in their Board Meeting held on February 28, 2025. He has submitted declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations, 2015, and has consented to act as Independent Director.

Further, the disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Sr. No	Particulars	Details
1.	Director Identification Number (DIN)	00484946
2.	Age	62 years
3.	Qualification	Chartered Accountant.
4.	Experience	Mr. Lancelot Gerard DCunha is a Fellow Member of the Institute of Chartered Accountants of India with over 35 years' experience in Equity Portfolio & Wealth Management, Strategy Advisory services and Capital Markets.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Lancelot Gerard DCunha is a Non-executive Independent Director of the Company. He is not entitled for any remuneration in the Company other than sitting fees for attending Board and Committees Meeting.
6.	Date of first appointment on Board	01/03/2025
7.	Shareholding in company	Nil
8.	Relationship with other Director and KMP	None
9.	No. of Board meetings attended during the year	3/3 (In F.Y 2025-26)
10.	Other Directorship, Membership/Chairmanship of Committees of other Boards	None
11.	Justification for appointment	Mr. Lancelot Gerard DCunha possesses strong financial acumen and strategic advisory expertise, backed by over 35 years of experience in Equity Portfolio & Wealth

		Management and Capital Markets. His professional background as a Fellow Chartered Accountant equips him with the skills and capabilities to provide independent judgment and effectively discharge the responsibilities of an Independent Director.
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The Board considers that his appointment will be in the best interests of the Company and accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 7 of this Notice.

Except Mr. Lancelot Gerard DCunha and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 8

Based on the recommendation of Nomination and Remuneration Committee, the Board in their Board Meeting held on February 28, 2025 appointed Mr. Wilson DeSouza (DIN: 01605439) as an Additional Director (Executive) effective March 01, 2025. Now it is proposed to appoint him as a Whole Time Director of the Company for the period of 5 years starting from March 01, 2025 till February 28, 2030 on the following terms and conditions as may be mutually agreed:

Further, the disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Sr. No	Particulars	Details
1.	Director Identification Number (DIN)	01605439
2.	Age	73 years
3.	Qualification	Bachelor of Science Physics and Chemistry and Certification programs in Sales and Marketing.
4.	Experience	50 years' experience across 5 business sectors. Of these, 30 years have been spent in starting up businesses, building organizations, creating channel and distribution networks, and leading and training multi-functional teams.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	<p>a. Terms & conditions of appointment: The period of appointment of Mr. Wilson DeSouza shall be for 5 years from March 01, 2025 till February 28, 2030 on the following terms and conditions as may be mutually agreed</p> <p>b. Details of remuneration sought to be paid are as follows:</p> <ul style="list-style-type: none"> Basic Salary: Rs 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month. Perquisites and Allowances: Not exceeding Rs.1,00,000 (Rupees One Lakhs) per month

		(inclusive of HRA, medical reimbursement, conveyance allowance, and other standard allowances as per Company policy) • Last drawn remuneration: Rs.48,00,000 (Rupees Forty Eight Lakhs Only) per annum
6.	Date of first appointment on Board	01/03/2025
7.	Shareholding in company	Nil
8.	Relationship with other Director and KMP	None
9.	No. of Board meetings attended during the year	3/3 (In F.Y 2025-26)
10.	Other Directorship, Membership/Chairmanship of Committees of other Boards	None

The Board recommends passing of the Ordinary Resolution as set out at Item No. 8 of this Notice.

Except Mr. Wilson DeSouza and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 9

Based on the recommendation of Nomination and Remuneration Committee, the Board has approved the remuneration payable to Mr. Wilson DeSouza as per the details mentioned below:

Remuneration Structure:

- Period: 3 years from March 01, 2025 till February 28, 2028.
- Basic Salary: Rs 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month.
- Perquisites and Allowances: Not exceeding Rs.1,00,000 (Rupees One Lakhs) per month (inclusive of HRA, medical reimbursement, conveyance allowance, and other standard allowances as per Company policy)
- Performance Bonus/Incentive: As may be decided by the Board based on performance and Company policy.
- Other benefits: As per the rules and policies of the Company applicable to Executive Directors.
- Total remuneration shall not exceed the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed or approved by the members of the Company.

Further, the Disclosures as prescribed in Schedule – V of Companies Act, 2013 is as follows:

I. General information:

1	Nature of industry	The Company is engaged in the field of repair and maintenance of large Motors, Generators, and Transformers.
2	Date or expected date of commencement of commercial production	Not applicable, The Company is in existence and operating since 1951.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As on 31st March, 2025 Total revenue from Operations – Rs. 25,47,87,471 Profit Before Tax – Rs. 10,03,89,768 Profit After Tax – Rs. 7,57,46,855
5	Foreign investments or collaborations, if any.	Not Applicable

II. Information about the Whole Time Director:

1	Background details	Mr. Wilson DeSouza has nearly 50 years of rich experience across multiple sectors, having worked with leading MNCs like BP, Castrol, Gulf Oil, and Dunlop. He has a proven track record in building businesses, creating distribution networks, and delivering strong financial results, including achieving Rs. 200 crore sales within two years at Tata-BP.
2	Past remuneration Amount	Rs. 48,00,000 (Rupees Forty Eight Lakhs Only) per annum.
3	Recognition or awards	DUNLOP INDIA LTD., 1980: For Introduction of the Concept of Pneumatic Bullock Carts with all Sugar Factories in Maharashtra 1990: The Best Branch for All Round Sales in all TYRE Segments for the Jabalpur Depot 1996: Successfully launching TATA-BP lubricants INDIA LTD. across India & appointment of Distributors with distribution in FMCG marketing concept 2000: Topping TATA-BP Sales in Madhya Pradesh and Chattisgarh

4	Job profile and his suitability	Mr. Wilson DeSouza, with nearly five decades of leadership experience across reputed MNCs, brings proven expertise in business building, distribution strategy, and delivering robust financial growth, making him highly suited for strategic and advisory roles.
5	Remuneration proposed	For the period March 01, 2025 till February 28, 2028 , the remuneration shall not exceed Basic Salary: Rs 3,50,000 (Rupees Three Lakhs Fifty Thousand Only) per month and Perquisites and Allowances: Not exceeding Rs.1,00,000 (Rupees One Lakhs) per month (inclusive of HRA, medical reimbursement, conveyance allowance, and other standard allowances as per Company policy).
6	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)	Taking into consideration the qualification, knowledge, experience and the responsibilities to be shouldered by the Director, remuneration paid to him is commensurate with remuneration of similar senior level KMPs in domestic companies similar sized.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	None

III. Other information:

1	Reasons of loss or inadequate profits	The scale of operations were not up to the full capacity.
2	Steps taken or proposed to be taken for improvement	A number of steps are being planned to streamline operations, strengthen HR and reorient strategy.
3	Expected increase in productivity and profits in measurable terms	Cannot be quantified.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 9 of this Notice.

Except Mr. Wilson DeSouza and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 10

As per Section 196(3)(a) of the Companies Act, 2013, no Company shall appoint or continue the employment of a person as managing director, whole-time director or manager who has attained the age of seventy years unless approved by a Special Resolution.

Mr. Wilson DeSouza (DIN: 01605439) has attained the age as prescribed under Section 196 of the Companies Act, 2013 and is proposed to be appointed as Whole-time Director of the Company for the period of 5 years starting from **March 01, 2025** till **February 28, 2030**.

Justification for appointing Mr. Wilson DeSouza as required under Section 196(3)(a):

Mr. Wilson DeSouza, has nearly 50 years of rich experience across multiple sectors, having worked with leading MNCs like BP, Castrol, Gulf Oil, and Dunlop. He has a proven track record in building businesses, creating distribution networks, and delivering strong financial results, including achieving Rs. 200 crore sales within two years at Tata-BP. He contributed as a consultant and faculty, mentoring future leaders. The Board believes his extensive industry knowledge, strategic insights, and leadership skills will continue to add significant value to the Company.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 10 of this Notice.

Except Mr. Wilson DeSouza and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

EVANS ELECTRIC
By Order of the Board of Directors
For **Evans Electric Limited**
LIMITED

Place: Mumbai

Date: September 04, 2025

Ivor Desouza

Director

DIN: 00978987

PROFILE OF MR. KALYAN V. SIVALENKA, CFA

DIN: 06404449

Mr. Kalyan V. Sivalenka is a seasoned venture capitalist and the ***Managing Partner at Hyderabad Angel Funds (HAF)***, a SEBI-registered ₹100 crore venture capital fund. As an active angel investor and mentor, he has supported several high-growth startups, providing strategic guidance on fundraising, scalability, and long-term business planning.

He is also the ***Founder of Springforth Capital Advisors***, an investment banking firm specializing in M&A, private equity, and strategic fundraising.

With over two decades of experience in investment banking, private equity, and corporate finance, Mr. Sivalenka has advised a wide range of mid-market and growth-stage companies on capital raising, mergers & acquisitions, and business strategy.

Mr. Sivalenka is a ***CFA charter holder*** and a respected financial expert with a strong command over capital markets and investment strategies. He currently serves as an ***Independent Director on the Board of Megasoft Limited, is a **member of the Programming and Continuing Education Committee of CFA Society India, and an **Investment Committee Member of SRIX***, the incubation centre of SR University.

A sought-after speaker at industry conferences and investment forums, Mr. Sivalenka is passionate about fostering innovation, entrepreneurship, and financial excellence.

Profile Summary

- A highly self-motivated professional with 22 years of experience in the legal field specializing in corporate litigation and its strategy, legal documentation and legal compliance.
- Have been a legal advisor in multiple sectors such as manufacturing, real estate, banking and financial, energy, information technology, media, to mention a few.
- Successfully assisted in takeover bids, negotiations and closure of contracts, favourable settlements and court matters in high-profile cases in reported judgments.
- Have a good network within the legal fraternity & believe in a collaborative working style.
- Believe in integrity, confidentiality & resilience.

Key areas of expertise

- | | |
|---|--------------------------------|
| • Court procedure – commercial disputes, insolvency and bankruptcy, intellectual property | • Arbitration and Conciliation |
| • Document review and negotiations for varied industries | • Corporate Legal Compliance |
| | • Litigation management |

Independent Legal Counsel and Legal Consultant
Own office – Mumbai & Goa

February 2013 to Present

- Advising and working with Keltech Energies Ltd of the Chowgule Global Group on a retainer (April 2024 to present) in Port and Shipping Sector, Land and Property, Energy, and Automobile Sector. Drafting and reviewing contracts, advising on compliance with the Companies Act, Property Law, and criminal laws.
- Advising and working on assignments in the renewable energy sector with the Wind World Group on a retainer (March 2022 to November 2022). Working with the resolution professional team which is from BSR & Associates LLP along with KPMG India Pvt. Ltd. Drafting replies to various notices, advising on operation and maintenance contracts, drafting land contracts, various service contracts, strategizing in litigation matters and contractual dispute matters, interacting with external lawyers, briefing them and providing instructions in matters.
- Advising and working on assignments with financial institution Edelweiss Asset Reconstruction Company Limited on a retainer (September 2021 to December 2021). Giving opinions to the business teams on debts to be purchased or reassigned. Reviewing Non-Disclosure Agreements, Debt Settlement drafts, Negotiating Assignment Deeds, settling tax matters, SARFAESI matters, matters before various NCLT forums, settling affidavits and other pleadings to be filed before various courts across India, and corporate documentation management and listing.
- Advising the Wadia Group of Companies on assignment in their sectors of Real Estate, FMCG, Infrastructure, Healthcare, Aviation, etc. on a retainer (May 2019 to November 2019). Company Law advisory, SEBI listing regulation, briefing Retired Judges for opinions, interacting with Senior Counsel, and coordinating with law firms on strategy and replies to SEBI, BSE, and NSE and strategy in litigation matters.
 - Representing as Counsel and attending as instructing in-house advocate before the Bombay High Courts and the Supreme Court of India, briefing senior counsels, engaging, liaising, and instructing Solicitors, Law Firms, and Advocates in civil and criminal matters.
- Advising and working on assignments with the Wind World Group on a retainer (January 2016 to June 2018 – Wind World Group)
 - Develop and implement legal strategies in Civil Litigation, Arbitration and Insolvency Proceedings

- Drafted and strategized legal challenge against the Rajasthan Electricity Department for excess charges and refunds
- Drafted and strategized legal challenge in the matter of NPV charge levied from 2002 onwards.
- Reviewing contracts and agreements with banks, clients, land owners, government bodies relating to the renewal energy sector.
- Drafted and reviewed documents for land acquisition and transfer from aggregators to Company
- Reviewed Lease deeds from various State Governments to Company
- Drafted and reviewed EPC contracts for setting up substations and EHV lines between Company and Independent Power Producers (IPPs)
- Drafted and reviewed Turnkey Contracts, operation and Maintenance Contracts
- Drafted and reviewed Share Purchase Agreement, Shareholding Agreements, Term Sheets, MOUs
- Drafted Mortgage and Hypothecation documents with consortium of banks and various financial institutions including for Development Rights, WTGs and manufacturing plant.
- Counsel, advice on laws and liabilities.
- Advised on strategy and the on conditions related to bidding documents for State power projects.
- Engaging with Company Secretary for audit certificates, auditors on legal case status, complying with banking requirements for time to time net worth statements of personal guarantors.
- Developed and implemented litigation strategies under various laws *inter-alia* Contracts Laws, Tenancy Laws, Mining Laws, Environmental Laws, Coastal Regulation Zone Regulations
- File timely pleadings in litigation. Formulate strong arguments and defense
- Arbitration and Dispute Resolution process including filing pleading before the various courts in India and before the ICC, London, and Singapore
- Advised and prepared documentation of Land and property, artiste agreements, agency agreements, marketing and promotional activities, and contracts for media & production projects
- Advising foreign and Indian companies including start-ups on Indian statutory compliances and set-up formalities
- Advising on implications of government policies, rules and regulations
- Practicing in the Bombay High Court (Bombay and Goa Bench) and representing as counsel for clients including before the Supreme Court. Representing clients before the NCLT (Bombay and Ahmedabad Bench), Income Tax Tribunal, Bombay and the Income Tax Appellate Tribunal, Bombay.

The Wadia Group

March 2006 to February 2013

- Joined M/s The Bombay Dyeing & Manufacturing Company as Corporate Executive in 2006 and was gradually promoted to Head Legal of M/s Nowrosjee Wadia & Sons Ltd. in September 2010
- Objective: Leading the Group's legal function as General Counsel. Leading, creating and guiding the legal teams of The Bombay Dyeing & Manufacturing Co. Ltd. (its divisions of Textile, PSF & Bombay Realty), Britannia Industries Ltd, Go Airlines (India) Ltd, Gherzi Eastern Ltd, The Bombay Burmah Trading Corporation Ltd. and philanthropic ventures such as the Wadia Hospitals, Wadia Colleges, Wadia Baugs, F. E. Dinshaw Trusts.
- Responsibility:
 - Advising the senior management on a wide range of legal issues in ways that efficiently accomplish the objectives of the company/group
 - Preparing and presenting legal status and compliance for the legal and tax audit meetings, board meetings where necessary, annual general meetings where necessary
 - Determining legal strategies and providing guidance on day-to-day corporate contracts, corporate issues, business structures and models, property related issues, employment issues.

- Designing and implementing policies & procedures to facilitate internal control and objectives, protecting IPRs of the Group, entering into inter-company arrangements, implementing the appropriate usage.
- Improving the code of ethics and its implementation, setting up committees for compliance with various laws and where necessary being chair person of the disciplinary committees.
- Drafting and/or Reviewing real estate, aviation documentation and other documents including due diligence of international companies on the termination of the partnership contract with DANONE and acquisition of business from it in various and complex jurisdictions.
- Worked on proposed IPO opportunity in the aviation industry;
- Reviewed public tenders for engineering contracts; drafting and standardizing consultancy agreements, service agreements, leave and license agreements, lease agreements, term sheets, shareholders agreements, non-disclosure or confidentiality agreements, power of attorney; advising and representing on day-to-day issues related to the media industry and shows held from time to time and drafting and standardizing modeling contracts, agency agreements, production agreements and related documentation.
- Creating data base of all documentation and standardizing the common documentation across the Group for future referencing
- Attending to queries of different board members and preparing for board meeting, legal audit committee meetings
- Advised promoters on personal and family laws.
- Representing as Counsel and attending as instructing in-house advocate before Courts, judicial and quasi judicial authorities, government and statutory bodies, briefing senior counsels, engaging, liaising and instructing Solicitors, Law Firms and Advocates pan India in matters relating to high stake business and commercial disputes, land/property disputes, inheritance/succession matters, labour and employment disputes, disputes pertaining to closure of undertakings, criminal matters and before arbitral panels.
- Drafted and created entire strategy including settlement strategy in the case of Kings XI Punjab, IPL Team on behalf of the entire company
- Engaging, interacting, instructing and working with International Law Firms in multi-jurisdictional business and commercial transactions including disputes referred to the International Court of Arbitration.

Junior Advocate

October 2003 to February 2006

Chambers of Advocate Mario Pinto Almeida – Goa

Associate

June 2002 to September 2003

Thakker & Thakker (Solicitors & Advocates) – Mumbai

- Recruited from Campus Placements

EDUCATION:

Indian Law Society (ILS), Pune University,

2002

- 5 years Bachelor of Legislative Laws (BSL, LLB)

OTHER INFORMATION:

- **Languages:** English, Hindi, Konkani, Portuguese and Marathi
- **MIS Skills:** Proficient
- **Interests:** Music (professionally trained in Piano from the Royal School of Music, London), dance (ballroom), various sports, food, films, fashion.



Wilson DeSouza

PROFILE

- I have nearly 50 years' experience across 5 business sectors. Of these, 30 years have been spent in starting up businesses, building organizations, creating channel and distribution networks, and leading and training multi-functional teams.
- The organizations I have worked with include MNCs like BP, Castrol, Gulf Oil, Dunlop and others. I have also worked in leading Indian companies like Himalaya Drug company who were leaders in their sectors.
- In my career, I have demonstrated skills and abilities in creating and implementing viable business strategies and plans, and delivering to the expectations of key stakeholders. I have also demonstrated leadership skills and the ability to train teams at different levels in an organization in order to achieve the goals set by management.

CONTACT

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Mahim West, Mumbai. 400016, India.
Phone: +91 98200 79569

EMAIL

wilson.desouza@gmail.com

DATE OF BIRTH

30th March 1952

EDUCATION

Bachelor of Science Physics and Chemistry – Bombay University.
Certification programs in Sales and Marketing from IIM Calcutta.

PROFESSIONAL PROFILE

- General Manager Sales: Tata-BP Lubricants India
- Regional Manager: Castrol India
- Regional Manager: Gulf Oil India
- District Manager Earth Mover Tyres: Dunlop India
- Zonal Manager Indore: Dunlop India

SOME KEY ACHIEVEMENTS

- Tata BP: member of start-up team at. Created national sales and distribution network from ground zero. Trained the company and distribution sales forces. Achieved Rs 200 crores field sales on completion of the 2nd year of operation.
- Castrol India: increasing the width and depth of distribution leading to increased sales to **75 crores for the BP brand in in the first year of operation in the Western region.**
- Gulf Oil: handled C&Fs and ensured that sales increased **by 40% within a period of 18 months; reduced receivables from over 120 days to less than within 45 days.**
- Dunlop India: earth mover tyre sales increased by 400% in one year by reinventing the distribution model.

KNOWLEDGE SHARING – CONSULTING & TEACHING

- Training Consultant with SRF Fibres, Tiruchirappalli, R K Swamy-BBDO Advertising, Pest control of India, JK Helen Curtis and others.
- Business Consultant with CMW CO2 Technologies, from start-up and concept selling of dry ice blasting technology to a stable business with increasing revenues.
- Visiting Faculty at AICAR Business School, Neral, and XIMR (Xavier Institute of Management and Research), Mumbai.



Brief Resume

Lancelot DCunha is the Founder and Chief Investment Officer at ValueX Wealth Connect LLP a leading investment management firm set up by him in 2017 and oversees the investment advisory and strategy consulting business of the firm. ValueX provides services to over 1000 clients across asset classes in Equity, Private Equity, Mutual funds, fixed income investments, Real Estate, Business Strategy Consulting, Family office services and estate planning. Their clients are spread across the country and globally in USA, Canada, UK, Europe, Middle East, Australia and New Zealand.

Mr D'Cunha is a Fellow Member of the Institute of Chartered Accountants of India with over 35 years' experience in Equity Portfolio & Wealth Management, Strategy Advisory services and Capital Markets. Prior to setting up ValueX Wealth Connect LLP, he held several key positions such as CEO Crest Wealth Management Private Limited, CIO Fortune Financial Services (I) Ltd, CEO ITI Wealth Management P Ltd, Director VCAM Investment Managers P Ltd, Director K R Choksey Shares & Securities P Ltd and Director Lexicon Securities Limited.

He was also an integral part of the founding team at Lexicon Finance Limited and Lexicon Securities Limited headed their investment banking and stock broking businesses which was set up in 1994

He is a regular speaker at Conferences and Investor forums and is invited to share his views on various business news channels such as CNBC, Bloomberg TV, NDTV Profit, ET Now

Brief Profile of CS A Sekar

CS A Sekar (B. Com, FCMA, ACS, LLB (Gen)) is in whole time practice as company secretary since 1996. Prior to commencing practice, he has industry experience spanning 15 years. He specializes in the field of Corporate Laws, Foreign Exchange Management (FEMA), SEBI and Securities Laws, Mergers and Acquisitions, Cost & Management Accounting, Due Diligence, Transfer Pricing, Business Valuations and Corporate Sustainability. He also advises organizations in the SME sector on Strategic Management issues including Transition and Succession Management, Capital Financing & Structuring, IPO and Compliance Management. Currently he is also advising listed entities on the implementation of systems and procedures for ESG and Sustainability reporting.

He contributes and participates actively in various academic, professional and research initiatives of ICSI. He has also contributed quite a few articles in Chartered Secretary, Management Accountant, Chartered Accountant and other professional journals on contemporary topics including ESG and Sustainability.

He was member of the task force constituted by the Registered Valuers Organisation ICSI (ICSI-RVO) for development of the content for the valuation courseware for Registered Valuers

He has contributed his inputs as a member of the task force of Institute of Cost Accountants of India for giving recommendations relating to Companies Act, 2013.

He has been co-opted as a member of the Corporate Laws Committee of the Institute of Cost Accountants of India for the year 2023-24 and 2024-25. He was a member of this committee in the years 2019-20 and 2021-22.

He is a visiting Guest Faculty at Indian Institute of Banking and Finance (IIBF); at the Regional Training Institute (RTI) of the Office of CAG, at the Insurance Institute of India (III) and at the National Institute of Securities Market (NISM).

He was a member of the ESG & Sustainability Board constituted by the Institute of Company Secretaries of India (ICSI) for 2024. He was also a member of the Sustainability Standards Board (SSB) constituted by the Institute of Cost Accountants of India (ICAI-CMA) for the years 2022-23, 2023-24 and 2024-25.

He is a registered Insolvency Professional (IP) since 2018 and specialises mainly in voluntary liquidations under the IBC.

He has co-authored a Taxmann Publication in October 2023 entitled “Handbook on Secretarial Audit”.



THE INSTITUTE OF
Company Secretaries of India

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

(Under the jurisdiction of Ministry of Corporate Affairs)

Certificate No. 5036/2023

PEER REVIEW Certificate

Certified that in terms of the Guidelines for Peer Review of Attestation and Audit Services by Practicing Company Secretaries in Practice issued by the Council, the Certification and Audit Services provided by CS Sekar Ananthanarayan Company Secretary (ies) in Practice bearing Unique Identification No. I1996MH073300 having his / her / its office at Mumbai has been reviewed for the year 2022-23.

The Certificate is effective from the date of issue and shall remain valid till 30th November, 2028.

CS Sonia Baijal
Secretary
Peer Review Board

CS Dwarakanath Chennur
Chairman
Peer Review Board

Date : 14th November, 2023