



UMANG BOARDS LIMITED

AN ISO 9001 : 2015, ISO 14001 : 2015 & OHSAS 18001 : 2007 CERTIFIED COMPANY
CIN No. - U20212RJ1999PLC015397

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of the Company will be held on **Monday, the 10th day of August, 2026 at 2:00 P.M.** at its registered office situated at 7-B Umang House, Bharat Mata Path, Jamna Lal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as on 31st March, 2026 and Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.
2. To re-appoint a Director in place of Mr. Umang Dhanuka (DIN: 08163426), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. TO RATIFY THE REMUNERATION OF COST AUDITOR FOR F.Y. 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Maharwal & Associates, Cost Accountants Jaipur, (FRN: 101556) appointed by the Board of Directors of the Company in their Board Meeting held on 11.07.2026 to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2027 amounting to Rs. 35, 000/- (Rupees Thirty-Five Thousand Only) along with tax as applicable be and is hereby ratified and confirmed."

4. APPOINTMENT OF M/S GOYAL VISVASH & ASSOCIATES, PRACTICING COMPANY SECRETARIES FIRM, AS SECRETARIAL AUDITOR AND APPROVAL OF THEIR REMUNERATION

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

"RESOLVED THAT pursuant to the provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Goyal Visvash &



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Associates, Practicing Company Secretaries Firm, (Firm Unique Id- S2026RJ1075400, Peer Review Certificate No.: 8089/2026) be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1st, 2026 and ending on March 31st, 2031, on such remuneration as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee in consultation with Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. **REAPPOINTMENT OF MR. NITIN GHANSHYAM HOTCHANDANI (DIN: 08569325) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT in compliance with Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325), who was appointed as an Independent Director of the Company for a first term of five consecutive years from 6th February, 2021 to 5th February, 2026 and who is not disqualified under Section 164(2) of the Companies Act, 2013 and who possesses relevant expertise and experience and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act, 2013 and has signified his consent to act as an independent director of the Company, be and is hereby re-appointed as an independent director based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (the "Board") vide resolution passed in their meeting dated 5th February, 2026 of Umang Boards Limited (the "Company") to hold office for a second term of five consecutive years commencing from 6th February, 2026 up to 5th February, 2031, and shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of re-appointment dated 6th February, 2026 issued to Mr. Nitin Ghanshyam Hotchandani, and as may be determined by the Board from time to time."

"RESOLVED FURTHER THAT the Board noted the consent letter in the Form DIR-2, received from Mr. Nitin Ghanshyam Hotchandani, providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment



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and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.”

“**RESOLVED FURTHER THAT** the code for independent directors as stated in Schedule IV of Companies Act be and is hereby placed before the shareholders of the Company for information and for further compliance thereof by Mr. Nitin Ghanshyam Hotchandani, as an Independent Director.”

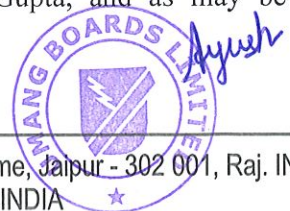
“**RESOLVED FURTHER THAT** the terms of re-appointment of Mr. Nitin Ghanshyam Hotchandani, as Independent Director pursuant to the provisions of the Companies Act, 2013, a draft of which was circulated to the shareholders, be and are hereby approved and recorded.”

“**RESOLVED FURTHER THAT** Mr. Anoop Kumar Dhanuka, Managing Director, Mr. Alok Kumar Dhanuka, Whole Time Director of the Company and Mr. Ayush Vijay, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

6. **REAPPOINTMENT OF MRS. SHRUTI GUPTA (DIN: 08569311) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** in compliance with Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“**Companies Act**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable provisions thereof, if any, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Shruti Gupta (DIN: 08569311), who was appointed as an Independent Director of the Company for a first term of five consecutive years from 6th February, 2021 to 5th February, 2026 and who is not disqualified under Section 164(2) of the Companies Act, 2013 and who possesses relevant expertise and experience and has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act, 2013 and has signified her consent to act as an independent director of the Company, be and is hereby re-appointed as an independent director based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (the “**Board**”) vide resolution passed in their meeting dated 5th February, 2026 of Umang Boards Limited (the “**Company**”), to hold office for a second term of five consecutive years commencing from 6th February, 2026 up to 5th February, 2031, and shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of re-appointment dated 6th February, 2026 issued to Mrs. Shruti Gupta, and as may be determined by the Board from time to time.”





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“RESOLVED FURTHER THAT the Board noted the consent letter in the Form DIR-2, received from Mrs. Shruti Gupta providing her consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.”

“RESOLVED FURTHER THAT the code for independent directors as stated in Schedule IV of Companies Act be and is hereby placed before the shareholders of the Company for information and for further compliance thereof Mrs. Shruti Gupta as an Independent Director.”

“RESOLVED FURTHER THAT the terms of re-appointment of Mrs. Shruti Gupta as Independent Director pursuant to the provisions of the Companies Act, 2013, a draft of which was circulated to the shareholders, be and are hereby approved and recorded.”

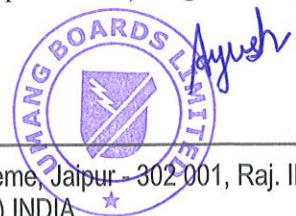
“RESOLVED FURTHER THAT Mr. Anoop Kumar Dhanuka, Managing Director, Mr. Alok Kumar Dhanuka, Whole Time Director of the Company and Mr. Ayush Vijay, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

7. TO RATIFY THE APPOINTMENT OF MR. AVINDAR LADHA (DIN: 08483661) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in compliance with Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (**“Companies Act”**), Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and in partial modification of the resolutions passed by the Members at the Extra-ordinary General Meeting of the Company held on 27th January, 2026 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for ratification/regularization of appointment of Mr. Avindar Laddha (DIN: 08483661) as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from January 27th, 2026 and shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to regularize and confirm the appointment of the aforesaid Independent Director in compliance with Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”





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“RESOLVED FURTHER THAT Mr. Anoop Kumar Dhanuka, Managing Director, Mr. Alok Kumar Dhanuka, Whole Time Director of the Company and Mr. Ayush Vijay, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

8. TO RATIFY THE APPOINTMENT OF MR. DEVENDRA KUMAR (DIN: 08828056) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in compliance with Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended (“Companies Act”), Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and in partial modification of the resolutions passed by the Members at the Extra-ordinary General Meeting of the Company held on 27th January, 2026 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for ratification/regularization of appointment of Mr. Devendra Kumar (DIN: 08828056) as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from January 27th, 2026 and shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to regularize and confirm the appointment of the aforesaid Independent Directors in compliance with Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT Mr. Anoop Kumar Dhanuka, Managing Director, Mr. Alok Kumar Dhanuka, Whole Time Director of the Company and Mr. Ayush Vijay, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

9. REVISION IN TERMS OF REMUNERATION OF MR. ANOOP KUMAR DHANUKA (DIN: 00690152), MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof) (“Companies Act”) read with Schedule V to the Companies Act and the Articles of Association of the Company and in partial modification of the resolution passed in the Extra-Ordinary General Meeting dated 27th January, 2026 and based



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on recommendation of Nomination and Remuneration Committee and consent of the Board of Directors ("Board"), the approval of the members be and is hereby accorded for revision in remuneration from Rs. 35,10,000/- (Rupees Thirty-Five Lakhs Ten Thousand Only) per annum up to Rs. 42,12,000/- (Rupees Forty Two Lakhs Twelve Thousand Only) per annum plus other perquisites, as stated in the explanatory statement annexed to the Notice hereto, to Mr. Anoop Kumar Dhanuka (DIN: 00690152), Managing Director of the Company for a period of three years commencing from 1st April, 2026 (including in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), within the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act."

"RESOLVED FURTHER THAT the arrears arising on account of the aforesaid revision in remuneration from 1st April, 2026 till the date of implementation thereof be and are hereby approved and shall be paid to Mr. Anoop Kumar Dhanuka."

"RESOLVED FURTHER THAT the draft placed before the Board and initialed by the Chairman for the purpose of identification, incorporating the terms of remuneration of Mr. Anoop Kumar Dhanuka (DIN: 00690152), Managing Director of the Company be and is hereby approved."

"RESOLVED FURTHER THAT the board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Rajasthan at Jaipur ("ROC"), furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

"RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required."

10. REVISION IN TERMS OF REMUNERATION OF MR. ALOK KUMAR DHANUKA (DIN: 00690122), WHOLE TIME DIRECTOR OF THE COMPANY.

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





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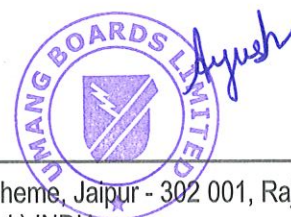
“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof) (**“Companies Act”**) read with Schedule V to the Companies Act and the Articles of Association of the Company and in partial modification of the resolution passed in the Extra-Ordinary General Meeting dated 27th January, 2026 and based on recommendation of Nomination and Remuneration Committee and consent of the Board of Directors (**“Board”**), the approval of the members be and is hereby accorded for revision in remuneration from Rs. 33,00,000/- (Rupees Thirty-Three Lakhs Only) per annum up to Rs. 39,60,000/- (Rupees Thirty Nine Lakhs Sixty Thousand Only) plus other perquisites, as stated in the explanatory statement annexed to the Notice hereto, to Mr. Alok Kumar Dhanuka (DIN: 00690122), Whole Time Director of the Company for a period of three years commencing from 1st April, 2026 (including in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), within the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act.”

“RESOLVED FURTHER THAT the arrears arising on account of the aforesaid revision in remuneration from 1st April, 2026 till the date of implementation thereof be and are hereby approved and shall be paid to Mr. Alok Kumar Dhanuka.”

“RESOLVED FURTHER THAT the draft placed before the Board and initialed by the Chairperson for the purpose of identification, incorporating the terms of remuneration of Mr. Alok Kumar Dhanuka (DIN: 00690122) of the Company be and is hereby approved.”

“RESOLVED FURTHER THAT the board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Rajasthan at Jaipur (**“ROC”**), furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.”





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11. REVISION IN TERMS OF REMUNERATION OF MR. DHRUV DHANUKA (DIN: 11160100), WHOLE TIME DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof) (**“Companies Act”**) read with Schedule V to the Companies Act and the Articles of Association of the Company and in partial modification of the resolution passed in the Extra-Ordinary General Meeting dated 27th January, 2026 and based on recommendation of Nomination and Remuneration Committee and consent of the Board of Directors (**“Board”**), the approval of the members be and is hereby accorded for revision in remuneration from Rs. 30,00,000/- (Rupees Thirty Lakhs Only) per annum up to Rs.34,50,000/- (Rupees Thirty-Four Lakhs Fifty Thousand Only) plus other perquisites, as stated in the explanatory statement annexed to the Notice hereto, to Mr. Dhruv Dhanuka (DIN: 11160100), Whole Time Director of the Company for a period of three years commencing from 1st April, 2026 (including in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), within the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act.”

“RESOLVED FURTHER THAT the arrears arising on account of the aforesaid revision in remuneration from 1st April, 2026 till the date of implementation thereof be and are hereby approved and shall be paid to Mr. Dhruv Dhanuka.”

“RESOLVED FURTHER THAT the draft placed before the Board and initialed by the Chairperson for the purpose of identification, incorporating the terms of remuneration of Mr. Dhruv Dhanuka (DIN: 11160100), Whole Time Director of the Company be and is hereby approved.”

“RESOLVED FURTHER THAT the board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Rajasthan at Jaipur (**“ROC”**), furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and



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delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.”

12. REVISION IN TERMS OF REMUNERATION OF MR. UMANG DHANUKA (DIN: 08163426), WHOLE TIME DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof) (“**Companies Act**”) read with Schedule V to the Companies Act and the Articles of Association of the Company and in partial modification of the resolution passed in the Extra-Ordinary General Meeting dated 27th January, 2026 and based on recommendation of Nomination and Remuneration Committee and consent of the Board of Directors (“**Board**”), the approval of the members be and is hereby accorded for revision in remuneration from Rs. 35,10,000/- (Rupees Thirty-Five Lakhs Ten Thousand Only) per annum up to Rs. 40,36,500/- (Rupees Forty Lakhs Thirty Six Thousand Five Hundred Only) plus other perquisites, as stated in the explanatory statement annexed to the Notice hereto, to Mr. Umang Dhanuka (DIN: 08163426), Whole Time Director of the Company for a period of three years commencing from 1st April, 2026 (including in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), within the maximum limits as mentioned in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act.”

“**RESOLVED FURTHER THAT** the arrears arising on account of the aforesaid revision in remuneration from 1st April, 2026 till the date of implementation thereof be and are hereby approved and shall be paid to Mr. Umang Dhanuka.”

“**RESOLVED FURTHER THAT** the draft placed before the Board and initialed by the Chairperson for the purpose of identification, incorporating the terms of remuneration of Mr. Umang Dhanuka (DIN: 08163426), Whole Time Director of the Company be and is hereby approved.”

“**RESOLVED FURTHER THAT** the board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Rajasthan at Jaipur (“**ROC**”), furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they



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may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary and Compliance Officer wherever required.”

13. CLASSIFICATION OF PROMOTERS

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, and subject to the provisions of the Articles of Association of the Company and other applicable laws, if any, consent of the members of the Company be and is hereby accorded to classify the below mentioned shareholders/persons as the promoters of the Company with effect from 01.04.2025.

S. No.	Name of Promoter	Type of Entity [Individual/HUF/Body Corporate]	PAN	No. of Shares held
1	Anoop Kumar Dhanuka	Individual	ABRPD3652K	2989172
2	Alok Kumar Dhanuka	Individual	ABRPD3651L	2930711
3	Dhruv Dhanuka	Individual	ETPPD6773M	388801
4	Umang Dhanuka	Individual	BSZPD7873A	395340
5	Umang Boards (Mumbai) Private Limited	Body Corporate	AABCU0882C	1776624
6	Umang Corporate	Body Corporate	AAJFU1629G	1924998



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	Park LLP (formerly known as Umang Corporate Park Private Limited)			
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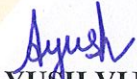
“RESOLVED FURTHER THAT the Annual Returns, statutory records and all other corporate records of the Company be updated to reflect the aforesaid change in promoter status.

“RESOLVED FURTHER THAT any of the Directors and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including making necessary disclosures, filings and amendments to corporate records and documents, wherever required.”

BY ORDER OF THE BOARD

FOR UMANG BOARDS LIMITED

DATE :11.07.2026
PLACE: JAIPUR


AYUSH VIJAY
Company Secretary and Compliance Officer
Membership No. - A53749



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE ANNUAL GENERAL MEETING.**
2. In the case of corporate member, it is requested to send a certified copy of the board resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. The explanatory statement in terms of Section 102 of the Companies Act, 2013, relating to special business 3 to 13 are annexed herewith and forms part of the Notice. The relevant details as per the



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Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors/ Auditors seeking appointment/ re-appointment at this AGM are also annexed.

4. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
5. All documents referred to and connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays between 10.00 AM to 6.00 PM on all working days up to the day of the Annual General Meeting.
6. In accordance with the MCA Circulars, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The Notice convening the AGM and the Annual Report for the financial year 2025-26 is available on the Company's website at <https://umangboards.com/>

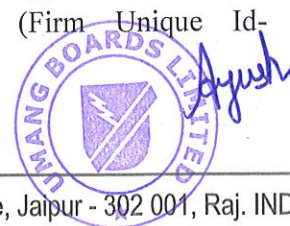
EXPLANATORY STATEMENTS PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors of the Company on recommendation of the Audit Committee in their Board Meeting held on 11.07.2026 approved the Appointment and remuneration of M/s Maharwal & Associates, Cost Accountants Jaipur, (FRN: 101556) as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2027. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the Consent of the Members is sought for ratification of remuneration payable to the Cost Auditor for the financial year ending on March 31, 2027 as set out in the resolution. The Board recommends the Resolution a set out under Item no. 3 for ratification by Members. None of the directors or their relatives is interested in the resolution.

Item No. 4:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on 11.07.2026 have approved and recommended the appointment of M/s Goyal Visvash & Associates, Practicing Company Secretaries Firm, (Firm Unique Id-





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S2026RJ1075400, Peer Review Certificate No.: 8089/2026) as the Secretarial Auditor of the Company on the following terms and conditions:

a. Term of appointment: For a term of 5 (Five) consecutive years from April 01, 2026 to March 31, 2031.

b. Proposed Fees: As may be mutually decided between the Board of Directors of the Company and the Secretarial Auditor.

c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. While recommending the Board of Directors have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by them in the past.

d. Brief Profile: CS Visvash Goyal is a distinguished Company Secretary and an Associate Member of the Institute of Company Secretaries of India (ICSI), with more than 10 years of experience in corporate law, secretarial practice, regulatory compliance, and due diligence. A postgraduate in Commerce (M.Com.), he brings a strong blend of technical expertise, practical insight, and business acumen to corporate advisory assignments. Over the years, he has assisted companies in interpreting and complying with complex legal and regulatory requirements, while supporting them in strengthening corporate governance and compliance systems.

He is the Proprietor of M/s Goyal Visvash & Associates, a peer-reviewed firm, through which he provides professional services in company law, corporate governance, secretarial audit, due diligence, regulatory advisory, and statutory compliance. His practice is focused on delivering reliable, solution-oriented, and value-driven professional support to corporates and business entities.

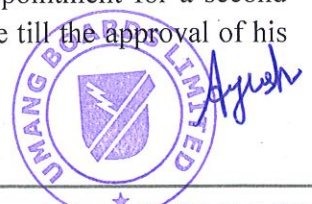
M/s Goyal Visvash & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment, if approved would be within the prescribed limits and that they are not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an **Ordinary Resolution**.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5:

Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) was appointed as an Independent Director on 06.02.2021, for a period of 5 years, upto 05.02.2026 and is eligible for re-appointment for a second term of 5 years. He was further requested by the board to continue in the office till the approval of his reappointment/ replacement by members in the ensuing General Meeting.





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Following the performance evaluation of Mr. Nitin Ghanshyam Hotchandani and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) as a Non-Executive Independent Director of the Company for a second term of five years, commencing from 06.02.2026 upto 05.02.2031 subject to the approval of the Members.

Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) abstained from discussion and voting on the matter concerning his appointment during the meetings of NRC as well as the Board of Directors.

The profile and specific areas of expertise of Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) are provided as an Annexure to this Notice.

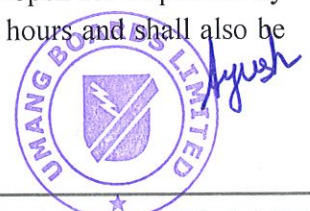
Mr. Nitin Ghanshyam Hotchandani has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment.

In the opinion of the Board, Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Nitin Ghanshyam Hotchandani has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Mr. Nitin Ghanshyam Hotchandani that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Considering his experience, the Board deems it desirable and in the interest of the Company to re-appoint Mr. Nitin Ghanshyam Hotchandani on the Board, and accordingly recommends the re-appointment of Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) as an Independent Director for a second term of 5 years and shall not be liable to retire by rotation, as proposed in Item no. 5 for approval by the Members as a **Special Resolution**.

Except for Mr. Nitin Ghanshyam Hotchandani and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The terms and conditions of appointment of the Independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours and shall also be placed on the website of the Company, if any.





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Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Information of director seeking appointment at the forthcoming Annual General Meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

Name of the director	Mr. Nitin Ghanshyam Hotchandani			
Directors identification number	08569325			
Date of birth (age in years)	03/05/1988			
Original date of appointment	06/02/2021			
Qualifications	Practising Company Secretary			
Experience and expertise in specific functional area	13 years of experience in corporate secretarial matters, due diligence, corporate laws, and related governance practices.			
Shareholding in the Company	NIL			
Remuneration last drawn	Rs 60,000/- paid as sitting fees during the Financial Year 2025-26			
No. of board meetings attended during the year	3			
Terms and conditions of re-appointment and remuneration	Tenure of 5 years w.e.f. 6/2/26 till 5/2/31, not liable to retire by rotation			
Relationship with other directors or KMPs	NIL			
Directorships held in other companies in India	S.No.	CIN	Name	Designation
	1.	U26109RJ2009PLC030153	Agarwal Toughened Glass India	Independent Director



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			Limited	
	2.	U24233RJ2000PTC016326	Solkit Distillery And Brewery Private Limited	Independent Director
	3.	U40102DL2003PLC118564	Jindal Projects And Engineers Limited	Independent Director
	4.	U63030DL2022PLC400505	Jindal Paradip Port Limited	Independent Director
	5.	U51497MH2004PLC148832	Transworld Furtichem Limited	Independent Director
	6.	L11010RJ1975PLC045573	Agribio Spirits Limited	Independent Director
Membership / Chairmanship of committees in public limited and listed companies in India	a) Member of Audit Committee and Nomination and Remuneration Committee of M/s Jindal Projects and Engineers Limited b) Member of Audit Committee and Nomination and Remuneration Committee of M/s Jindal Paradip Port Limited c) Chairman of Audit Committee, Member of Nomination and Remuneration Committee and Stakeholder Relationship Committee of M/s Agarwal Toughened Glass India Limited d) Chairman of Audit Committee and Nomination and Remuneration Committee and Member of Stakeholder Relationship Committee of M/s Agribio Spirits Limited e) Chairman of Audit Committee and Nomination and Remuneration Committee and Member of CSR Committee of M/s Transworld Furtichem Limited			





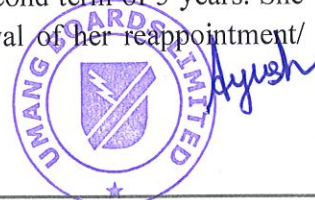
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Justification	Mr. Nitin Ghanshyam Hotchandani has given valuable contribution and expertise to the company holding the position of independent director for the first tenure of five years. Considering his expertise and experience, the Board of Directors have considered to re-appoint him as the independent director of the Company for a second term of five years subject to the approval of the members in the ensuing General Meeting.
Brief resume of the director	Mr. Nitin Ghanshyam Hotchandani, FCS is a seasoned Company Secretary in Whole-Time Practice and the founder of H. Nitin & Associates, Jaipur. With over 13 years of professional experience, he specializes in corporate laws, securities laws, compliance management, secretarial audits, corporate governance, NBFC compliances, taxation, and management consultancy services. Mr. Nitin Ghanshyam Hotchandani has held several leadership positions within the profession, including serving as Chairman of the Company Secretary Wing of FORTI (2022–2025) and Chairman of the Jaipur Chapter of the Institute of Company Secretaries of India (ICSI) during 2020–2021. He has also served as Vice-Chairman and Management Committee Member of the Jaipur Chapter and is associated with various professional and regulatory bodies. He is a Certified CSR Professional, an empanelled Peer Reviewer, and serves as an Independent Director on corporate boards. Through H. Nitin & Associates, he advises public sector undertakings, private companies, startups, and business groups on corporate compliance, governance, legal structuring, due diligence, RBI and NBFC regulations, project reporting, and strategic business advisory services. His client-centric approach, strong regulatory expertise, and commitment to professional excellence have earned him a respected position in the corporate compliance and governance ecosystem.

Item No. 6

Mrs. Shruti Gupta (DIN: 08569311) was appointed as an Independent Director on 06.02.2021, for a period of 5 years, upto 05.02.2026 and is eligible for re-appointment for a second term of 5 years. She was further requested by the board to continue in the office till the approval of her reappointment/replacement by members in the ensuing General Meeting.





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Following the performance evaluation of Mrs. Shruti Gupta and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mrs. Shruti Gupta (DIN- 08569311) as a Non-Executive Independent Director of the Company for a second term of five years, commencing from 06.02.2026 upto 05.02.2031 subject to the approval of the Members.

Mrs. Shruti Gupta (DIN: 08569311) abstained from discussion and voting on the matter concerning her appointment during the meetings of NRC as well as the Board of Directors.

The profile and specific areas of expertise of Mrs. Shruti Gupta (DIN: 08569311) are provided as an Annexure to this Notice.

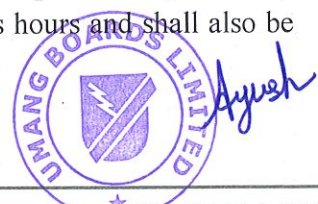
Mrs. Shruti Gupta has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). She also affirmed that she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent for such re-appointment.

In the opinion of the Board, Mrs. Shruti Gupta (DIN: 08569311) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mrs. Shruti Gupta has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Mrs. Shruti Gupta that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Considering her experience, the Board deems it desirable and in the interest of the Company to re-appoint Mrs. Shruti Gupta on the Board, and accordingly recommends the re-appointment of Mrs. Shruti Gupta (DIN: 08569311) as an Independent Director for a second term of 5 years and shall not be liable to retire by rotation, as proposed in Item no. 6 for approval by the Members as a **Special Resolution**.

Except for Mrs. Shruti Gupta and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The terms and conditions of appointment of the Independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours and shall also be placed on the website of the Company, if any.





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Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Information of director seeking appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

Name of the director	Mrs. Shruti Gupta
Directors identification number	08569311
Date of birth (age in years)	20/02/1990
Original date of appointment	06/02/2021
Qualifications	Practising Company Secretary
Experience and expertise in specific functional area	10 years of experience in compliance and corporate secretarial practice. She has served as Secretarial Auditor to listed companies and Government of Rajasthan public sector undertakings, bringing strong oversight and compliance expertise. She is a qualified Independent Director and a member of statutory committees, including POSH Committees. Her professional background adds depth to board deliberations and strengthens governance frameworks.
Shareholding in the Company	NIL
Remuneration last drawn	Rs 60,000/- paid as sitting fees during the Financial Year 2025-26
No. of board meetings attended during the year	3
Terms and conditions of re-appointment and remuneration	Tenure of 5 years w.e.f. 6/2/26 till 5/2/31, not liable to retire by rotation
Relationship with other directors or KMPs	NIL





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Directorships held in other companies in India	S.No.	CIN	Name	Designation
	1.	L74110MP1990PLC007674	Riwind Green Energy Limited	Additional (Independent) Director
	2.	U74899DL1989PLC035212	Nalwa Steel And Power Limited	Independent Director
	3.	U74999DL2020PLC370181	Jindal Steel Andhra Limited	Independent Director
	4.	U40102DL2003PLC118564	Jindal Projects And Engineers Limited	Independent Director
	5.	U63030DL2022PLC400505	Jindal Paradip Port Limited	Independent Director
	6.	L51100MH1992PLC408530	Welterman International Limited	Additional (Independent) Director
Membership / Chairmanship of committees in public limited and listed companies in India	a) Member of Audit Committee and Nomination and Remuneration Committee of M/s Nalwa Steel and Power Limited b) Member of Audit Committee and Nomination and Remuneration Committee of M/s Jindal Steel Andhra Limited c) Member of Audit Committee and Nomination and Remuneration Committee of M/s Jindal Projects and Engineers Limited d) Member of Audit Committee and Nomination and Remuneration Committee of M/s Jindal Paradip Port Limited e) Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of M/s Welterman International Limited			



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Justification	Mrs. Shruti Gupta has given valuable contribution and expertise to the company holding the position of independent director for the first tenure of five years. Considering her expertise and experience, the Board of Directors have considered to re-appoint him as the independent director of the Company for a second term of five years subject to the approval of the members in ensuing General Meeting
Brief resume of the director	CS Shruti Gupta, FCS, LL.B., M.Com is a Fellow Member of the Institute of Company Secretaries of India (ICSI) holding Membership No. FCS-10190. She completed her LL.B. from the University of Rajasthan in 2014 and her M.Com. in 2016. With extensive experience in the field of corporate laws, secretarial compliance, and governance, she has established herself as a dedicated professional in practice. Since April 2015, she has been managing her own peer-reviewed firm, Gupta Shruti & Associates, Jaipur, providing a wide range of professional services relating to corporate compliance, secretarial audits, corporate governance, and regulatory advisory. Through her practice, she assists companies in maintaining robust compliance systems and adhering to statutory requirements. CS Shruti Gupta is presently serving as Secretarial Auditor for several reputed organizations, including Rajasthan State Seeds Corporation Limited, Jaipur Smart City Limited, Modern Syntex (India) Limited, Jaipur Vidyut Vitran Nigam Limited, and Ajmer Vidyut Vitran Nigam Limited. She is also a member of the POSH Committee of Modern Syntex (India) Limited, contributing to workplace compliance and employee welfare initiatives. She has been actively associated with the Institute of Company Secretaries of India and has held various leadership positions. She served as Chairperson of the Jaipur Chapter of NIRC of ICSI in 2023 and is currently a Managing Committee Member for the term 2023–2026. She has also contributed as a member of the Oral Coaching & Library Committee, Chapter Development Committee, and Editorial Board Committee of the Jaipur Chapter. Known for her professional competence, practical approach, and commitment to excellence, CS Shruti Gupta continues to provide valuable guidance to corporates and public sector undertakings in matters relating to corporate governance, compliance management,



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and secretarial practices.

Item No. 7 & 8

The Members of the Company at their Extra-Ordinary General Meeting held on January 27th, 2026 had approved the appointment of Mr. Avindar Laddha (DIN: 08483661) and Mr. Devendra Kumar (DIN: 08828056) as Independent Directors by way of Ordinary Resolution.

Subsequent to the aforesaid approval, pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the appointment of an Independent Director is required to be approved by the Members by way of a Special Resolution.

Accordingly, in order to align with the enhanced corporate governance requirements prescribed under SEBI LODR Regulations, particularly in the context of proposed listing of equity shares of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers it appropriate to seek approval of the Members by way of Special Resolution for regularization and confirmation of the appointment of the aforesaid Independent Directors.

Mr. Avindar Laddha (DIN: 08483661) and Mr. Devendra Kumar (DIN: 08828056) have furnished the following documents:

1. consent to act as Directors in Form DIR-2;
2. intimation to the effect that they are not disqualified to be appointed as a Director in other companies in Form DIR-8
3. declarations confirming that they meet the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations;
4. confirmation that they are not debarred from holding the office of director by virtue of any order issued by SEBI or any other authority; and
5. confirmation of inclusion of their names in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

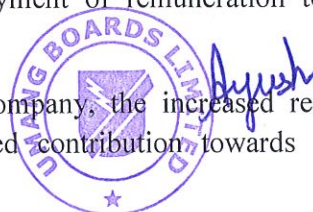
Except for Mr. Avindar Laddha (DIN: 08483661) and Mr. Devendra Kumar (DIN: 08828056) and/or their relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution, in the resolution set out at Item No. 7 & 8.

The Board recommends the Special Resolution set out at Item No. 7 & 8 for approval of the Members.

Item No. 9

The Members of the Company at the Extra-Ordinary General Meeting held on 27th January, 2026 had approved the appointment of Mr. Anoop Kumar Dhanuka (DIN: 00690152), Managing Director of the Company as the Chairman of the Company along with payment of remuneration together with applicable perquisites and allowances.

Considering the growth in the scale of operations of the Company, the increased responsibilities entrusted to Mr. Anoop Kumar Dhanuka and his continued contribution towards the strategic





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management and overall performance of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings have recommended revision in his remuneration.

Accordingly, approval of the Members is sought for revision of the remuneration payable to Mr. Anoop Kumar Dhanuka from Rs. 35,10,000/- per annum to Rs. 42,12,000/- per annum, representing an increase of 20% over the existing remuneration, with effect from 1st April, 2026. The arrears arising on account of such revision from 1st April, 2026 till the date of implementation of the revised remuneration shall also be paid.

The remuneration payable to Mr. Anoop Kumar Dhanuka may be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period, in accordance with the provisions of Schedule V to the Companies Act, 2013.

Except as stated above, all other terms and conditions relating to the appointment and remuneration of Mr. Anoop Kumar Dhanuka as approved earlier by the Members shall remain unchanged which are as follows:-

1. Remuneration:

a) **Basic salary:** Upto Rs. 42,12,000/- (Rupees Forty-Two Lakhs Twelve Thousand Only) per annum with a power to the Board to give one or more annual increment upto 20 % of the remuneration as decided by the Board.

b) **Performance Bases Incentive-**Commission on net profit upto 1% as may be decided by the Board from time to time.

c) Perquisites/Allowances:

1. Transport & Mobility

Company-owned / leased car(s) without restriction on number or engine capacity, Driver(s) including salary, overtime and allowances, Fuel, maintenance, repairs, insurance, toll, parking and related expenses and Chauffeur-driven car for official and incidental personal use.

2. Residential Accommodation

Company-owned or leased residential accommodation, Rent, maintenance, society charges, electricity, water and utilities, Furnishing, appliances, repairs and upkeep Security personnel and related expenses at residence.

3. Communication & Technology

Mobile phone(s), SIM connections and handset(s), Internet / broadband / Wi-Fi at residence, Laptop(s), tablet(s), computer systems and accessories, Software, cloud subscriptions and digital tools and home office setup and maintenance expenses.

4. Travel - Lodging & Boarding

Air travel (domestic and international) – business / first class, Hotel accommodation including five-star hotels and serviced apartments, Chauffeured vehicles in India and abroad,





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Visa, passport, immigration, lounge access and related charges and Travel expenses of spouse / family accompanying for business purposes.

5. Medical & Health Benefits

Medical insurance (India and overseas) for self and family, Reimbursement of medical expenses (India and abroad), Preventive health check-ups, Personal accident insurance and Health, wellness and fitness programs.

6. Insurance & Risk Coverage

Directors & Officers (D&O) Insurance, Keyman Insurance and other insurance policies taken by the Company and Cyber risk / identity protection coverage.

7. Club, Lifestyle & Recreation

Membership fees of clubs (including admission fees), Gym, sports, wellness and recreational club memberships, Golf club / social club memberships and Guest house facilities in India and abroad.

8. Professional Development

Executive education programs in India or abroad, Conferences, seminars, leadership programs and retreats, Professional body memberships and certifications and Coaching, mentoring and advisory programs.

9. Entertainment & Representation

Entertainment and client-hosting expenses, Business meals, hospitality and representation expenses, participation in business, industry and CSR events and participation costs in trade bodies, chambers and associations to be paid by or reimbursed by the company in case incurred in personal capacity.

10. Retirement & Statutory Benefits

Contribution to Provident Fund and Gratuity Fund as per Company rules, Superannuation fund contribution (if applicable) and Leave encashment as per Company policy.

11. Expense Reimbursement & Flexibility

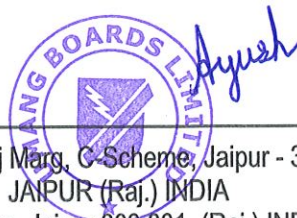
Reimbursement of all expenses incurred in the ordinary course of business, Company/Personal credit card for official expenses and Reimbursement of legal, professional and advisory expenses, guest entertainment expenses and such other expenses incurred for Company business.

12. General Enabling Clause

Any other perquisites, allowances, benefits and facilities as may be determined by the Board of Directors from time to time, subject to applicable law.

13. Chairman and Managing Director's Office & Support

Exclusive Chairman and Managing Director's Office at Company premises, dedicated secretarial/executive assistant support, office infrastructure, staff communication facilities.





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Unless otherwise expressly waived off by the Director in writing, no failure or delay by the him in claiming or in exercising any right, power, privilege under these terms shall operate as a waiver thereof.

- d) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- e) The terms and conditions of the said appointment herein may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. GENERAL INFORMATION:

1. **Nature of industry:-** Manufacturing.
2. **Date or expected date of commencement of commercial production:-**18.02.1999
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:**
Financial year 2025-26 Gross Revenue: Rs. 2250.35/- Millions
Profit after Tax: Rs. 459.25/- Millions
Earnings per Share: Rs. 28.70/-
5. **Foreign investments or collaborators, if any:-** N. A.

II. INFORMATION ABOUT THE APPOINTEE:

6. **Background details:-**Mr. Anoop Kumar Dhanuka being the Promoter Director and Shareholder of the Company is on the Board of the company since inception.
7. **Past remuneration:** - The remuneration drawn by Mr. Anoop Kumar Dhanuka during FY 2025-26 is Rs. 35,10,000/-.
8. **Recognition or awards:-** N.A.
9. **Job profile and his suitability:-**Mr. Anoop Kumar Dhanuka, being the first subscriber to the Memorandum of Association, and the first director of the Company is entrusted with the roles and responsibilities of the overall business of the Company.
10. **Remuneration Proposed:-** Up to Rs. 42,12,000/- per annum.
11. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-**Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general.
12. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-**Other than Managerial Remuneration, Mr. Anoop Kumar Dhanuka also receives from the Company monthly rent for the use of the registered office of the Company.





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III. OTHER INFORMATION:

13. **Reasons of loss or inadequate profits:-** The Company is a profit-making company. However, only for the reasons beyond control, the Company may occur loss or inadequate profits.
14. **Steps taken or proposed to be taken for improvement:-** Continued efforts on technology up-gradation will result into overall improvement in the coming years.
15. **Expected increase in productivity and profits in measurable terms:-** Not ascertainable.

Apart from Mr. Anoop Kumar Dhanuka, Mr. Umang Dhanuka, Mr. Alok Kumar Dhanuka being relatives of Mr. Anoop Kumar Dhanuka may be considered as interested in this resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Anoop Kumar Dhanuka is mentioned as under:

Name of the director	Mr. Anoop Kumar Dhanuka
Directors identification number	00690152
Date of birth (age in years)	54
Original date of appointment	18/02/1999
Qualifications	Graduation
Experience and expertise in specific functional area	More than 25 years experience and expert in steering strategic growth, business development and operational excellence in the manufacturing and electrical insulation industry.
Shareholding in the Company	2989172 no. of Shares
Remuneration last drawn	35,10,000/- per annum
No. of board meetings attended during the year	12
Terms and conditions of re-appointment and	As mentioned in the Explanatory Statement of Item No. 9





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remuneration				
Relationship with other directors or KMPs	Mr. Alok Kumar Dhanuka – Whole Time Director (Brother) Mr. Umang Dhanuka- Whole Time Director (Son)			
Directorships held in other companies in India	S. No.	CIN/LLPIN	Name	Designation
	1	U20219MH2009PTC192959	UMANG BOARDS (MUMBAI) PRIVATE LIMITED	Director
	2	U31300RJ2007PTC023835	ANUP INSULATION PRIVATE LIMITED	Director
	3	U85499RJ2025NPL109006	DHANUKA FOUNDATION	Director
Membership / Chairmanship of committees in public limited and listed companies in India	NIL			
Brief resume of the director	Mr. Anoop Kumar Dhanuka has been associated with Umang Boards Limited since the incorporation i.e. 18/02/1999 of the company and has been serving in the esteemed position of Chairman and Managing Director. During his long and distinguished tenure with the organization, Mr. Anoop Kumar Dhanuka has played a pivotal role in shaping the vision, growth, and strategic direction of the company. As Chairman and Managing Director, he has been entrusted with the overall leadership and management of the organization, including corporate governance, operational oversight, strategic planning, business expansion, financial management, and stakeholder relations.			





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Item No. 10

The Members of the Company at the Extra-Ordinary General Meeting held on 27th January, 2026 had approved the payment of remuneration together with applicable perquisites and allowances. of Mr. Alok Kumar Dhanuka (DIN: 00690122), Whole Time Director of the Company.

Considering the growth in the scale of operations of the Company, the increased responsibilities entrusted to Mr. Alok Kumar Dhanuka and his continued contribution towards the strategic management and overall performance of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings have recommended revision in his remuneration.

Accordingly, approval of the Members is sought for revision of the remuneration payable to Mr. Alok Kumar Dhanuka from Rs. 33,00,000/- per annum to Rs. 39,60,000/- per annum, representing an increase of 20% over the existing remuneration, with effect from 1st April, 2026. The arrears arising on account of such revision from 1st April, 2026 till the date of implementation of the revised remuneration shall also be paid.

The remuneration payable to Mr. Alok Kumar Dhanuka may be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period, in accordance with the provisions of Schedule V to the Companies Act, 2013.

Except as stated above, all other terms and conditions relating to the appointment and remuneration of Mr. Alok Kumar Dhanuka as approved earlier by the Members shall remain unchanged which are as follows:-

1. Remuneration:

a) Basic salary:

Basic Salary upto Rs. 39,60,000/- (Rupees Thirty-Nine Lakhs Sixty Thousand Only) per annum with a power to the Board to give one or more annual increment upto 20% of the remuneration as decided by the Board.

b) Performance Bases Incentive-Commission on net profit upto 1% as may be decided by the Board from time to time.

c) Perquisites/Allowances:

1. Transport & Mobility

Company-owned / leased car(s) without restriction on number or engine capacity, Driver(s) including salary, overtime and allowances, Fuel, maintenance, repairs, insurance, toll, parking and related expenses and Chauffeur-driven car for official and incidental personal use.

2. Residential Accommodation

Company-owned or leased residential accommodation, Rent, maintenance, society charges, electricity, water and utilities, Furnishing, appliances, repairs and upkeep Security personnel and related expenses at residence.

3. Communication & Technology





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Mobile phone(s), SIM connections and handset(s), Internet / broadband / Wi-Fi at residence, Laptop(s), tablet(s), computer systems and accessories, Software, cloud subscriptions and digital tools and home office setup and maintenance expenses.

4. Travel - Lodging & Boarding

Air travel (domestic and international) – business / first class, Hotel accommodation including five-star hotels and serviced apartments, Chauffeured vehicles in India and abroad, Visa, passport, immigration, lounge access and related charges and Travel expenses of spouse / family accompanying for business purposes.

5. Medical & Health Benefits

Medical insurance (India and overseas) for self and family, Reimbursement of medical expenses (India and abroad), Preventive health check-ups, Personal accident insurance and Health, wellness and fitness programs.

6. Insurance & Risk Coverage

Directors & Officers (D&O) Insurance, Keyman Insurance and other insurance policies taken by the Company and Cyber risk / identity protection coverage.

7. Club, Lifestyle & Recreation

Membership fees of clubs (including admission fees), Gym, sports, wellness and recreational club memberships, Golf club / social club memberships and Guest house facilities in India and abroad.

8. Professional Development

Executive education programs in India or abroad, Conferences, seminars, leadership programs and retreats, Professional body memberships and certifications and Coaching, mentoring and advisory programs.

9. Entertainment & Representation

Entertainment and client-hosting expenses, Business meals, hospitality and representation expenses, participation in business, industry and CSR events and participation costs in trade bodies, chambers and associations to be paid by or reimbursed by the company in case incurred in personal capacity.

10. Retirement & Statutory Benefits

Contribution to Provident Fund and Gratuity Fund as per Company rules, Superannuation fund contribution (if applicable) and Leave encashment as per Company policy.

11. Expense Reimbursement & Flexibility

Reimbursement of all expenses incurred in the ordinary course of business, Company/Personal credit card for official expenses and Reimbursement of legal, professional and advisory expenses, guest entertainment expenses and such other expenses incurred for Company business.

12. General Enabling Clause





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Any other perquisites, allowances, benefits and facilities as may be determined by the Board of Directors from time to time, subject to applicable law.

Unless otherwise expressly waived off by the director in writing, no failure or delay by the him in claiming or in exercising any right, power, privilege under these terms shall operate as a waiver thereof.

- d) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- e) Mr. Alok Kumar Dhanuka, Whole-Time Director of the Company shall also be liable to retire by rotation as per Section 152(6) of the Companies Act 2013.
- f) The terms and conditions of the said appointment herein may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. GENERAL INFORMATION:

- 1. **Nature of industry:-** Manufacturing.
- 2. **Date or expected date of commencement of commercial production:-** 18.02.1999
- 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:**
Financial year 2025-26 Gross Revenue: Rs. 2250.35/- Millions
Profit after Tax: Rs. 459.25/- Millions
Earnings per Share: Rs. 28.70/-
- 5. **Foreign investments or collaborators, if any:-** N. A.

II. INFORMATION ABOUT THE APPOINTEE:

- 6. **Background details:-** Mr. Alok Kumar Dhanuka being the Promoter Director and Shareholder of the Company is on the Board of the company since inception.
- 7. **Past remuneration:-** The remuneration drawn by Mr. Alok Kumar Dhanuka during FY 2025-26 is Rs 33,00,000/- per annum.
- 8. **Recognition or awards:-** N.A.
- 9. **Job profile and his suitability:-** Mr. Alok Kumar Dhanuka being the first subscriber to the Memorandum of Association, and the first director of the Company is entrusted with the roles and responsibilities of the overall business of the Company.
- 10. **Remuneration Proposed:-** Upto Rs 39,60,000 /- per annum.
- 11. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-** Taking into account his capabilities and experience and the





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responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general.

12. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-** Other than Managerial Remuneration, Mr. Alok Kumar Dhanuka also receives from the Company monthly rent for the use of the registered office of the Company.

III. OTHER INFORMATION:

13. **Reasons of loss or inadequate profits:-**The Company is a profit-making company. However, only for the reasons beyond control, the Company may occur loss or inadequate profits.
14. **Steps taken or proposed to be taken for improvement:-**Continued efforts on technology up-gradation will result into overall improvement in the coming years.
15. **Expected increase in productivity and profits in measurable terms:-**Not ascertainable.

Apart from Mr. Alok Kumar Dhanuka, Mr. Dhruv Dhanuka, Mr. Anoop Kumar Dhanuka being relatives of Mr. Alok Kumar Dhanuka may be considered as interested in this resolution.

Pursuant to Secretarial Standards-2 issued^o by the Institute of Company Secretaries of India, additional information about Mr. Alok Kumar Dhanuka is mentioned as under:

Name of the director	Mr. Alok Kumar Dhanuka
Directors identification number	00690122
Date of birth (age in years)	52
Original date of appointment	18/02/1999
Qualifications	Graduation
Experience and expertise in specific functional area	More than 25 years experience and expert in steering strategic growth, business development and operational excellence in the manufacturing and electrical insulation industry
Shareholding in the Company	2930711 no. of Shares
Remuneration last drawn	Rs 33,00,000/- per annum



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No. of board meetings attended during the year	12			
Terms and conditions of re-appointment and remuneration	As mentioned in the Explanatory Statement of Item No.10			
Relationship with other directors or KMPs	Mr. Anoop Kumar Dhanuka – Managing Director (Brother) Mr. Dhruv Dhanuka- Whole Time Director (Son)			
Directorships held in other companies in India	S.No.	CIN/LLPIN	Name	Designation
	1.	U20219MH2009PTC192959	UMANG BOARDS (MUMBAI) PRIVATE LIMITED	Director
	2.	U31300RJ2007PTC023835	ANUP INSULATION PRIVATE LIMITED	Director
	3.	U85499RJ2025NPL109006	DHANUKA FOUNDATION	Director
Membership / Chairmanship of committees in public limited and listed companies in India	NIL			
Brief resume of the director	Mr. Alok Kumar Dhanuka has been associated with Umang Boards Limited since its incorporation i.e. 18/02/1999 and has served the organization in various key leadership capacities, including Executive Director, and subsequently as Chief Financial Officer (CFO) and Whole-time Director. During his long and distinguished tenure with the Company, Mr. Alok Kumar Dhanuka demonstrated exceptional leadership, financial acumen, and strategic vision, contributing significantly to the growth, operational			



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	excellence, and overall transformation of the organization. He played a pivotal role in establishing and strengthening the Company's financial and corporate governance framework while supporting sustainable business expansion in both domestic and international markets.
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Item No. 11

The Members of the Company at the Extra-Ordinary General Meeting held on 27th January, 2026 had approved the appointment of Mr. Dhruv Dhanuka (DIN: 11160100), Whole Time Director of the Company for a period of five years commencing from 27th January, 2026 along with payment of remuneration together with applicable perquisites and allowances.

Considering the growth in the scale of operations of the Company, the increased responsibilities entrusted to Mr. Dhruv Dhanuka and his continued contribution towards the strategic management and overall performance of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings have recommended revision in his remuneration.

Accordingly, approval of the Members is sought for revision of the remuneration payable to Mr. Dhruv Dhanuka from Rs. 30,00,000/- per annum to Rs. 34,50,000/- per annum, representing an increase of 15% over the existing remuneration, with effect from 1st April, 2026. The arrears arising on account of such revision from 1st April, 2026 till the date of implementation of the revised remuneration shall also be paid.

The remuneration payable to Mr. Dhruv Dhanuka may be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period, in accordance with the provisions of Schedule V to the Companies Act, 2013.

Except as stated above, all other terms and conditions relating to the appointment and remuneration of Mr. Dhruv Dhanuka as approved earlier by the Members shall remain unchanged which are as follows:-

1. Remuneration:

a) Basic salary:

Basic Salary of Rs. 34,50,000/- per annum with a power to the Board to give one or more annual increment upto 15 % of the remuneration as may be decided by the Board.

b) Performance Bases Incentive-Commission on net profit upto 1% as may be decided by the Board from time to time.

c) Perquisites/Allowances:

1. Transport & Mobility





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Company-owned / leased car(s) without restriction on number or engine capacity, Driver(s) including salary, overtime and allowances, Fuel, maintenance, repairs, insurance, toll, parking and related expenses and Chauffeur-driven car for official and incidental personal use.

2. Residential Accommodation

Company-owned or leased residential accommodation, Rent, maintenance, society charges, electricity, water and utilities, Furnishing, appliances, repairs and upkeep Security personnel and related expenses at residence.

3. Communication & Technology

Mobile phone(s), SIM connections and handset(s), Internet / broadband / Wi-Fi at residence, Laptop(s), tablet(s), computer systems and accessories, Software, cloud subscriptions and digital tools and home office setup and maintenance expenses.

4. Travel - Lodging & Boarding

Air travel (domestic and international) – business / first class, Hotel accommodation including five-star hotels and serviced apartments, Chauffeured vehicles in India and abroad, Visa, passport, immigration, lounge access and related charges and Travel expenses of spouse / family accompanying for business purposes.

5. Medical & Health Benefits

Medical insurance (India and overseas) for self and family, Reimbursement of medical expenses (India and abroad), Preventive health check-ups, Personal accident insurance and Health, wellness and fitness programs.

6. Insurance & Risk Coverage

Directors & Officers (D&O) Insurance, Keyman Insurance and other insurance policies taken by the Company and Cyber risk / identity protection coverage.

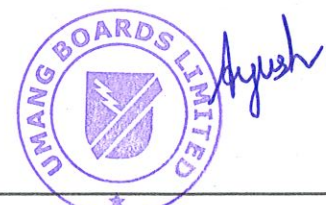
7. Club, Lifestyle & Recreation

Membership fees of clubs (including admission fees), Gym, sports, wellness and recreational club memberships, Golf club / social club memberships and Guest house facilities in India and abroad.

8. Professional Development

Executive education programs in India or abroad, Conferences, seminars, leadership programs and retreats, Professional body memberships and certifications and Coaching, mentoring and advisory programs.

9. Entertainment & Representation





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Entertainment and client-hosting expenses, Business meals, hospitality and representation expenses, participation in business, industry and CSR events and participation costs in trade bodies, chambers and associations to be paid by or reimbursed by the company in case incurred in personal capacity.

10. Retirement & Statutory Benefits

Contribution to Provident Fund and Gratuity Fund as per Company rules, Superannuation fund contribution (if applicable) and Leave encashment as per Company policy.

11. Expense Reimbursement & Flexibility

Reimbursement of all expenses incurred in the ordinary course of business, Company/Personal credit card for official expenses and Reimbursement of legal, professional and advisory expenses, guest entertainment expenses and such other expenses incurred for Company business.

12. General Enabling Clause

Any other perquisites, allowances, benefits and facilities as may be determined by the Board of Directors from time to time, subject to applicable law.

Unless otherwise expressly waived off by the Director in writing, no failure or delay by the him in claiming or in exercising any right, power, privilege under these terms shall operate as a waiver thereof.

- d) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- e) Notwithstanding anything to the contrary mentioned here-in-above, either party shall be entitled to terminate the Appointment terms, at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, terms shall stand terminated and Whole time Director shall cease to be the Whole time Director of the Company. The said notice period of 90 days may be waived mutually.
- f) The terms and conditions of the said appointment herein may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. GENERAL INFORMATION:

1. **Nature of industry:-** Manufacturing.
2. **Date or expected date of commencement of commercial production:-** 18.02.1999.
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.





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4. **Financial performance based on given indicators:**

Financial year 2025-26 Gross Revenue: Rs. 2250.35/- Millions

Profit after Tax: Rs. 459.25/- Millions

Earnings per Share: Rs. Rs. 28.70/-

5. **Foreign investments or collaborators, if any:- N. A.**

II. INFORMATION ABOUT THE APPOINTEE:

6. **Background details:-** Mr. Dhruv Dhanuka being the Promoter Director and Shareholder of the Company is on the Board of the company since 27.01.2026.

7. **Past remuneration:-** The remuneration (Salary) drawn by Mr. Dhruv Dhanuka during FY 2025-26 is Rs. 30,00,000/-.

8. **Recognition or awards:-** N.A.

9. **Job profile and his suitability:-** Mr. Dhruv Dhanuka has been associated with Umang Boards Limited since 01st December 2022. He initially joined the organization in the capacity of Operational Head – Unit II and, in recognition of his exceptional performance, leadership capabilities, and valuable contribution to the company, he was subsequently appointed as Whole-Time Director with effect from 27th January 2026.

10. **Remuneration Proposed:-** Upto Rs.34,50,000/- per annum.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:- Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general.

11. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-** Other than Managerial Remuneration, Mr. Dhruv Dhanuka do not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION:

12. **Reasons of loss or inadequate profits:-** The Company is a profit-making company. However, only for the reasons beyond control, the Company may occur loss or inadequate profits.

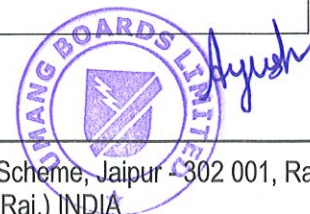
13. **Steps taken or proposed to be taken for improvement:-** Continued efforts on technology up-gradation will result into overall improvement in the coming years.

14. **Expected increase in productivity and profits in measurable terms:-** Not ascertainable.

Apart from Mr. Dhruv Dhanuka, Mr. Alok Kumar Dhanuka being relatives of Mr. Dhruv Dhanuka may be considered as interested in this resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Dhruv Dhanuka is mentioned as under:

Name of the director	Mr. Dhruv Dhanuka
Directors identification number	11160100





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Date of birth (age in years)	26			
Original date of appointment	27/01/2026			
Qualifications	Bachelor of Science in Business Administration -University of Southern California			
Experience and expertise in specific functional area	He has expertise in Electrical & Electronics Industry of around 6 years			
Shareholding in the Company	388801 no. of Shares			
Remuneration last drawn	Rs. 30,00,000/- per annum			
No. of board meetings attended during the year	3			
Terms and conditions of re-appointment and remuneration	As mentioned in the Explanatory Statement of Item No. 11			
Relationship with other directors or KMPs	Mr. Alok Kumar Dhanuka – Whole Time Director (Father)			
Directorships held in other companies in India	S.No.	CIN/LLPIN	Name	Designation
	NIL			
Membership / Chairmanship of committees in public limited and listed companies in India	NIL			
Brief resume of the director	Mr. Dhruv Dhanuka has been associated with Umang Boards Limited since 01 December 2022. He initially joined the organization in the capacity of Operational Head – Unit II and, in recognition of his exceptional performance, leadership capabilities, and valuable contribution to the company, he was subsequently appointed as Whole-Time Director with effect from 27 January 2026. During his tenure with the organization, Mr. Dhruv Dhanuka has demonstrated a strong track record in managing end-to-end manufacturing plant operations with a consistent focus on			



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	operational efficiency, process optimization, quality assurance, workplace safety, and cost-effectiveness. He has played a crucial role in streamlining plant operations and strengthening the operational framework of the company.
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Item No. 12

The Members of the Company at the Extra-Ordinary General Meeting held on 27th January, 2026 had approved the appointment of Mr. Umang Dhanuka (DIN: 08163426), Whole Time Director of the Company for a period of five years commencing from 27th January, 2026 along with payment of remuneration together with applicable perquisites and allowances.

Considering the growth in the scale of operations of the Company, the increased responsibilities entrusted to Mr. Umang Dhanuka and his continued contribution towards the strategic management and overall performance of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings have recommended revision in his remuneration.

Accordingly, approval of the Members is sought for revision of the remuneration payable to Mr. Umang Dhanuka from Rs. 35,10,000/- per annum to Rs. 40,36,500/- per annum, representing an increase of 15% over the existing remuneration, with effect from 1st April, 2026. The arrears arising on account of such revision from 1st April, 2026 till the date of implementation of the revised remuneration shall also be paid.

The remuneration payable to Mr. Umang Dhanuka may be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the aforesaid period, in accordance with the provisions of Schedule V to the Companies Act, 2013.

Except as stated above, all other terms and conditions relating to the appointment and remuneration of Mr. Umang Dhanuka as approved earlier by the Members shall remain unchanged which are as follows:-

1. Remuneration:

a) Basic salary:

Basic Salary of Rs. 40,36,500/- per annum with a power to the Board to give one or more annual increment upto 15 % of the remuneration as decided by the Board.

b) Performance Bases Incentive-Commission on net profit upto 1% as may be decided by the Board from time to time.

c) Perquisites/Allowances:

1. Transport & Mobility





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Company-owned / leased car(s) without restriction on number or engine capacity, Driver(s) including salary, overtime and allowances, Fuel, maintenance, repairs, insurance, toll, parking and related expenses and Chauffeur-driven car for official and incidental personal use.

2. Residential Accommodation

Company-owned or leased residential accommodation, Rent, maintenance, society charges, electricity, water and utilities, Furnishing, appliances, repairs and upkeep Security personnel and related expenses at residence.

3. Communication & Technology

Mobile phone(s), SIM connections and handset(s), Internet / broadband / Wi-Fi at residence, Laptop(s), tablet(s), computer systems and accessories, Software, cloud subscriptions and digital tools and home office setup and maintenance expenses.

4. Travel - Lodging & Boarding

Air travel (domestic and international) – business / first class, Hotel accommodation including five-star hotels and serviced apartments, Chauffeured vehicles in India and abroad, Visa, passport, immigration, lounge access and related charges and Travel expenses of spouse / family accompanying for business purposes.

5. Medical & Health Benefits

Medical insurance (India and overseas) for self and family, Reimbursement of medical expenses (India and abroad), Preventive health check-ups, Personal accident insurance and Health, wellness and fitness programs.

6. Insurance & Risk Coverage

Directors & Officers (D&O) Insurance, Keyman Insurance and other insurance policies taken by the Company and Cyber risk / identity protection coverage.

7. Club, Lifestyle & Recreation

Membership fees of clubs (including admission fees), Gym, sports, wellness and recreational club memberships, Golf club / social club memberships and Guest house facilities in India and abroad.

8. Professional Development

Executive education programs in India or abroad, Conferences, seminars, leadership programs and retreats, Professional body memberships and certifications and Coaching, mentoring and advisory programs.

9. Entertainment & Representation





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Entertainment and client-hosting expenses, Business meals, hospitality and representation expenses, participation in business, industry and CSR events and participation costs in trade bodies, chambers and associations to be paid by or reimbursed by the company in case incurred in personal capacity.

10. Retirement & Statutory Benefits

Contribution to Provident Fund and Gratuity Fund as per Company rules, Superannuation fund contribution (if applicable) and Leave encashment as per Company policy.

11. Expense Reimbursement & Flexibility

Reimbursement of all expenses incurred in the ordinary course of business, Company/Personal credit card for official expenses and Reimbursement of legal, professional and advisory expenses, guest entertainment expenses and such other expenses incurred for Company business.

12. General Enabling Clause

Any other perquisites, allowances, benefits and facilities as may be determined by the Board of Directors from time to time, subject to applicable law.

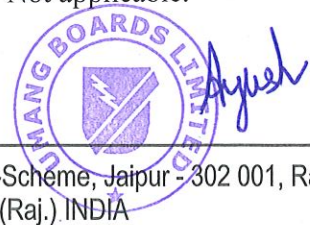
Unless otherwise expressly waived off by the Director in writing, no failure or delay by the him in claiming or in exercising any right, power, privilege under these terms shall operate as a waiver thereof.

- d) No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
- e) Notwithstanding anything to the contrary mentioned here-in-above, either party shall be entitled to terminate the Appointment terms, at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, terms shall stand terminated and Whole time Director shall cease to be the Whole time Director of the Company. The said notice period of 90 days may be waived mutually.
- f) The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information:

- A. **Nature of industry:-** Manufacturing.
- B. **Date or expected date of commencement of commercial production:-** 18.02.1999
- C. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- D. **Financial performance based on given indicators:**
Financial year 2025-26 Gross Revenue: Rs. 2250.35/- Millions





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Profit after Tax: Rs 459.25/- Millions

Earnings per Share: Rs. Rs. 28.70/-

E. Foreign investments or collaborators, if any:- N. A.

II. Information about the appointee:

F. **Background details:-** Mr. Umang Dhanuka being the Promoter Director and Shareholder of the Company is on the Board of the company since 27.01.2026.

1. **Past remuneration:-** The remuneration drawn by Mr. Umang Dhanuka during FY 2025-26 is Rs. 35,10,000/-

G. **Recognition or awards:-** Member of the Institute of Electrical and Electronics Engineers (IEEE) Principle Member of the Bureau of Indian Standards ETD 02 Committee.

H. **Job profile and his suitability:-** Mr. Umang Dhanuka has been associated with Umang Boards Limited since 01 April 2018. He initially joined the organization in the capacity of Operational Head – Unit I and was subsequently appointed as Whole-Time Director with effect from 27 January 2026, in recognition of his outstanding contribution, leadership capabilities, and strategic vision toward the growth of the organization..

I. **Remuneration Proposed:-** Rs. 40,36,500/- per annum.

J. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:-** Taking into account his capabilities and experience and the responsibilities shouldered by him, the aforesaid remuneration is commensurate with the remuneration package paid to similar appointees in other companies in general.

K. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-** Other Managerial Remuneration, Mr. Umang Dhanuka do not have any other pecuniary relationship.

III. Other information:

L. **Reasons of loss or inadequate profits:-** The Company is a profit-making company. However, only for the reasons beyond control, the Company may occur loss or inadequate profits.

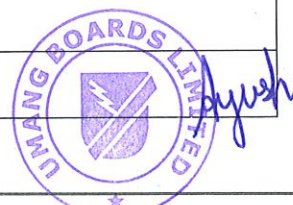
M. **Steps taken or proposed to be taken for improvement:-** Continued efforts on technology up-gradation will result into overall improvement in the coming years.

N. **Expected increase in productivity and profits in measurable terms:-** Not ascertainable.

Apart from Mr. Umang Dhanuka, Mr. Anoop Kumar Dhanuka being relatives of Mr. Umang Dhanuka may be considered as interested in this resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Umang Dhanuka is mentioned as under:

Name of the director	Mr. Umang Dhanuka
Directors identification number	08163426
Date of birth (age in years)	31





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Original date of appointment	27/01/2026
Qualifications	Bachelor of Science in Industrial Engineering - Purdue University, USA
Experience and expertise in specific functional area	He has expertise in Electrical & Electronics Industry of around 8 years
Shareholding in the Company	395340 no. of Shares
Remuneration last drawn	Rs. 35,10,000/-per annum
No. of board meetings attended during the year	3
Terms and conditions of re-appointment and remuneration	As mentioned in the Explanatory Statement of Item No. 12
Relationship with other directors or KMPs	Mr. Anoop Kumar Dhanuka – Managing Director (Father)
Directorships held in other companies in India	NIL
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Brief resume of the director	Mr. Umang Dhanuka has been associated with Umang Boards Limited since 01 April 2018. He initially joined the organization in the capacity of Operational Head – Unit I and was subsequently appointed as Whole-Time Director with effect from 27 January 2026, in recognition of his outstanding contribution, leadership capabilities, and strategic vision toward the growth of the organization. During his tenure with the company, Mr. Umang Dhanuka has consistently demonstrated exceptional leadership, strong business acumen, and the ability to drive organizational growth through strategic sales planning, customer-centric initiatives, marketing innovation, and operational excellence. He has played a key role in strengthening the company's market position, expanding customer relationships, and enhancing overall business performance.





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Item No. 13

The Board of Directors of the Company has reviewed the shareholding pattern, management structure and affairs of the Company and has noted that the persons mentioned in the proposed resolution are actively involved in the promotion, control, management and/or affairs of the Company and satisfy the criteria of a "Promoter" as defined under Section 2(69) of the Companies Act, 2013.

Accordingly, it is proposed to classify/recognise the shareholders/persons as Promoters of the Company with effect from 01.04.2025

The proposed classification is intended to align the Company's records with the actual promoter group and management structure of the Company and to ensure appropriate disclosures in the statutory records and filings of the Company.

Subject to the approval of the shareholders, the Company shall update its Annual Return, statutory registers and other corporate records to reflect the aforesaid change in promoter status.

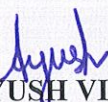
None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding and/or to the extent any of them is proposed to be recognized as a Promoter pursuant to the resolution.

The Board of Directors recommends the resolution set out at Item No. 13 for approval of the Members of the Company.

BY ORDER OF THE BOARD

FOR UMANG BOARDS LIMITED

DATE :11.07.2026
PLACE: JAIPUR


AYUSH VIJAY
Company Secretary and Compliance Officer
Membership No. - 53749





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ATTENDANCE SLIP

Annual General Meeting, 10th day of August, 2026 at 2.00 P.M.

Regd. Folio No. _____/DPID _____ ClientID/ _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on 10th August, 2026 at 2.00 P.M. at 7-B Umang House, Bharat Mata Path, Jamna Lal Bajaj Marg, C-Scheme, Jaipur, Rajasthan, India, 302001.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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





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PROXY FORM

ANNUAL GENERAL MEETING

(To be filled in and signed by the Shareholder)

DP ID	CLIENT ID	FOLIO NO	NO OF SHARE(S) HELD

I/We _____ resident/s of _____ in the district of _____ in the state of _____ being a shareholder / shareholders of Umang Boards Limited, hereby appoint Shri / Smt. _____ resident of _____ in the district of _____ in the state of _____ or failing him / her, Shri / Smt. _____ resident of _____ in the district of _____ in the state of _____ as my / our proxy to attend and vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Monday, 10th day of August, 2026 at 2 P.M. at the registered of the Company situated at 7-B Umang House, Bharat Mata Path, Jamna Lal Bajaj Marg, C-Scheme, Jaipur, Rajasthan, India, 302001 and at any adjournment thereof in respect of such resolutions as are indicated below:

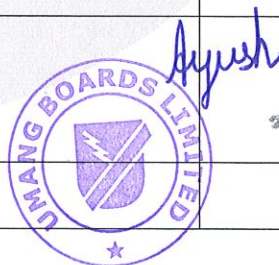
Resolution No.		Resolution	
Ordinary Business		For	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as on 31st March, 2026 and Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date, together with the Directors' Report and Auditors' Report thereon.		
2	To re-appoint a Director in place of Mr. Umang Dhanuka (DIN: 08163426), who		



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	retires by rotation and being eligible, offers himself for re-appointment.		
3	To Ratify the Remuneration of Cost Auditor for F.Y. 2026-27		
4	Appointment Of M/S Goyal Visvash & Associates, Practicing Company Secretaries Firm, Secretarial Auditor and Approval of Their Remuneration		
5	Reappointment Of Mr. Nitin Ghanshyam Hotchandani (DIN: 08569325) As Non-Executive Independent Director of the Company		
6	Reappointment Of Mrs. Shruti Gupta (DIN: 08569311) As Non-Executive Independent Director of the Company		
7	To Ratify the Appointment of Mr. Avindar Ladha (DIN: 08483661) As Non-Executive Independent Director of the Company		
8	To Ratify the Appointment of Mr. Devendra Kumar (DIN: 08828056) As Non-Executive Independent Director of the Company		
9	Revision In Terms of Remuneration of Mr. Anoop Kumar Dhanuka (DIN: 00690152), Managing Director of the Company.		
10	Revision In Terms of Remuneration of Mr. Alok Kumar Dhanuka (DIN: 00690122), Whole Time Director of the Company		
11	Revision In Terms of Remuneration of Mr. Dhruv Dhanuka (DIN: 11160100), Whole Time Director of the Company		
12	Revision In Terms of Remuneration of Mr. Umang Dhanuka (DIN: 08163426), Whole Time Director of the Company		
13	Classification Of Promoters		





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Signed this _____ day of _____ 2026 _____

Signature of first named/sole shareholder

Affix Revenue
Stamp

Signature of Proxy

Name: _____

Address: _____

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





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ROUTE MAP OF VENUE AGM

LOCATION AND DIRECTIONS TO REACH THE VENUE OF ANNUAL GENERAL MEETING

