

SANMITRA COMMERCIAL LIMITED

CIN L74120MH1985PLC034963

Registered Address 13, Prem Niwas 652, Dr. Ambedkar Road, Khar west, Mumbai, Maharashtra, India, 400052

Email Id: sanmitracommercial@gmail.com | www.sanmitracommercial.com | Tel.: 022-22821087

Date: 02nd September 2025

To,
The Chief General Manager Listing Operation,
BSE Limited, P. J. Towers, Dalal Street,
Mumbai - 400 001.
Ref: Scrip Code: 512062

Dear Sir / Madam,

Subject: Submission of AGM Notice for the Financial Year 2024-25.

The 41st Annual General Meeting ("the AGM") of the Company will be held on Wednesday, 24th September 2025 at 12:00 PM (IST) Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 41st AGM for the Financial Year 2024-25.

Detailed Annual Report along with Notice of the AGM is also uploaded on the Company's website at www.sanmitracommercial.com

This is for your information and records.

FOR, SANMITRA COMMERCIAL LIMITED

Prakash

bhoorchand Shah

Digitally signed by Prakash
bhoorchand Shah
Date: 2025.09.02 15:29:43
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PRAKASH BHOORCHAND SHAH

DIN: 01136800

DIRECTOR

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SANMITRA COMMERCIAL LIMITED WILL BE HELD ON WEDNESDAY, 24TH SEPTEMBER 2025 AT 12:00 PM (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS: ORDINARY RESOLUTION

ITEM NUMBER 1: To receive, consider, and, adopt the Audited financial statement of the Company as at 31st March, 2025 and Statement of Profit & Loss Account of the Company for the financial year ended on that Date and Reports of the Directors' and Auditors' thereon;

SPECIAL BUSINESS: ORDINARY RESOLUTION

ITEM NUMBER 2: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MOA AND AOA.

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 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh only) divided into 12,50,000 (Twelve Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10/- (Rupees Ten only) each each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10/- (Rupees Ten only) each, with the rights and privileges and conditions attaching thereto as provided by the requirements of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary for obtaining the requisite approvals, statutory or otherwise, in relation to the above, and to settle all questions, difficulties, or doubts that may arise in this regard, to sign and execute all necessary documents, and to file the requisite forms with the Registrar of Companies and other authorities as may be required, and to do all such acts, deeds, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution.”

ITEM NUMBER 3: APPOINTMENT OF M/S. NUREN LODAYA & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Clause 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the Members be and is hereby accorded to appoint M/s. Nuren Lodaya & Associates, Company Secretaries in Practice for conducting Secretarial Audit of the Company for 5 consecutive financial years 2025-26 to 2029-30 at a remuneration to be mutually agreed upon between the Board of Directors and Secretarial Auditor.

RESOLVED FURTHER THAT any Director or Company Secretary, be and is hereby authorized to do all such acts, deeds and things as may be necessary in their absolute discretion to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified by any Director or Company Secretary of the Company be and is hereby authorized to file/ register with the Registrar of Companies, Mumbai in e-form MGT-14 pursuant to provisions of Section 117(3)(g) of the Companies Act, 2013.”

SPECIAL BUSINESS: SPECIAL RESOLUTION**ITEM NUMBER 4: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH.****TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion—the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 2,97,41,799 (Two Crore Ninety Seven Lakhs Forty One Thousand Seven Hundred and Ninety Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 15/- (Rupees Fifteen only) per Equity Share total aggregating to Rs. 44,61,26,985/- (Rupees Forty-Four Crore Sixty-One Lakhs Twenty-Six Lakhs Nine Hundred and Eighty-Five Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 1,21,00,000 Equity Shares representing 100% shareholding of Tandhan Polyplast Limited (“Selling Company”) on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	No of Equity Shares of the Company to be Issued and Allotted swapping	Current Status / Category	Proposed Status / Category*
1	Ankit Jalan	-	1,28,66,032	Non-Promoter	Promoter
2	Anuj Jalan	-	1,31,64,187	Non-Promoter	Promoter
3	Radhika Jalan	-	12,29,000	Non-Promoter	Promoter
4	Manju Jalan	-	12,29,000	Non-Promoter	Promoter
5	Prachi Jalan	-	6,14,500	Non-Promoter	Promoter
6	Ritu Jalan	-	6,14,500	Non-Promoter	Promoter
7	Divyanshi Jalan	-	24,580	Non-Promoter	Promoter

*The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred to as person acting in concert /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 (‘the Regulations’) requiring the Public Announcement (‘PA’) in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 25th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting.”

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

ITEM NUMBER 5: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares

and Takeovers) Regulations, 2011 (“SEBI Takeover Code”), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 21,25,000 (Twenty One Lakhs Twenty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 15/- (Rupees Fifteen Only) per Equity Share total aggregating to Rs. 3,18,75,000/- (Rupees Three Crore Eighteen Lakhs Seventy-Five Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category (“Proposed Equity Allottees”), in accordance with the SEBI (ICDR) Regulations and other applicable laws.”

Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category*
1.	Daivik Jalan	-	15,00,000	Non-Promoter	Promoter
2.	Anuj Jalan	-	6,25,000	Non-Promoter	Promoter
Total		-	21,25,000		

*The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concert /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 (‘the Regulations’) requiring the Public Announcement (‘PA’) in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 25th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting.”

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

- i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

ITEM NUMBER 6: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”), and/or any other competent authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 1,68,08,201 (One Crore Sixty Eight Lakhs Eight Thousand Two Hundred and One) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 40/- (Rupees Forty Only) per Equity Share total aggregating to Rs. 67,23,28,040/- (Sixty-Seven Crore Twenty-Three Lakhs Twenty-Eight Thousand & Forty Only) on a preferential basis for the consideration in cash under the non-promoter public category (“Proposed Equity Allottees”), in accordance with the SEBI (ICDR) Regulations and other applicable laws.”

Details of Proposed Equity Allottees

Sr. No	Name of the Equity Proposed Allottees	Pre-Pref Holding	Maximum No of Equity Shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Jitendra Rasiklal Sanghavi	-	12,26,250	Non-Promoter Public	Non-Promoter Public
2.	Hitesh Natwarlal Kawa	-	12,26,250	Non-Promoter Public	Non-Promoter Public
3.	Roopal Hitesh Kawa	-	12,26,250	Non-Promoter Public	Non-Promoter Public
4.	Rasiklal P Sanghavi (Huf)	-	9,49,500	Non-Promoter Public	Non-Promoter Public
5.	Kaushik Hasmukhlal Gandhi	-	9,33,750	Non-Promoter Public	Non-Promoter Public
6.	Nimesh Sahadeo Singh	-	9,33,750	Non-Promoter Public	Non-Promoter Public
7.	Jaikaran Jaspalsingh Chandock	-	7,50,000	Non-Promoter Public	Non-Promoter Public
8.	Jaspalsingh Prehladsingh Chandock	-	7,50,000	Non-Promoter Public	Non-Promoter Public
9.	Trimaan Jaspal Singh Chandock	-	7,50,000	Non-Promoter Public	Non-Promoter Public
10.	Hitesh N Kawa Huf	-	6,68,701	Non-Promoter Public	Non-Promoter Public
11.	Kaushik Hasmukhlal Gandhi Huf	-	6,25,000	Non-Promoter Public	Non-Promoter Public
12.	Priti Nimesh Singh	-	6,25,000	Non-Promoter Public	Non-Promoter Public
13.	Khyati Varshit Shah	-	4,37,500	Non-Promoter Public	Non-Promoter Public
14.	Prashant Sanghvi	-	3,75,000	Non-Promoter Public	Non-Promoter Public
15.	Sadashiv Kanyana Shetty	-	3,75,000	Non-Promoter Public	Non-Promoter Public
16.	Divya Deven Pathak	-	3,75,000	Non-Promoter Public	Non-Promoter Public
17.	Jyoti Praful Desai	-	3,75,000	Non-Promoter Public	Non-Promoter Public
18.	Kunal Haresh Mehta	-	2,50,000	Non-Promoter Public	Non-Promoter Public
19.	Brijesh Jitendra Parekh	-	2,50,000	Non-Promoter Public	Non-Promoter Public
20.	Saurav Raidani	-	2,00,000	Non-Promoter Public	Non-Promoter Public
21.	Modi Jaymin Piyushbhai	-	1,25,000	Non-Promoter Public	Non-Promoter Public
22.	Bhavna Mahesh Avlani	-	1,25,000	Non-Promoter Public	Non-Promoter Public
23.	Bhupendra Jain	-	1,25,000	Non-Promoter Public	Non-Promoter Public
24.	Laxmi Jain	-	1,25,000	Non-Promoter Public	Non-Promoter Public
25.	Leena Harshal Agrawal	-	1,25,000	Non-Promoter Public	Non-Promoter Public
26.	Mahesh Lakhmichand Bathija Ritu Mahesh Bathija	-	1,25,000	Non-Promoter Public	Non-Promoter Public
27.	Mihir Chandrakant Kotecha	-	1,25,000	Non-Promoter Public	Non-Promoter Public
28.	Naveen Kumar Choraria	-	1,25,000	Non-Promoter Public	Non-Promoter Public
29.	Simple E Commerce LLP	-	1,25,000	Non-Promoter Public	Non-Promoter Public
30.	Urmila Makana	-	1,25,000	Non-Promoter Public	Non-Promoter Public
31.	Pratibha Rani	-	1,25,000	Non-Promoter Public	Non-Promoter Public
32.	Decode Media House Private Limited	-	1,25,000	Non-Promoter Public	Non-Promoter Public
33.	Pramesh Wealth Pvt. Ltd.	-	1,25,000	Non-Promoter Public	Non-Promoter Public
34.	Ramesh Sakharampant Deshpande	-	1,25,000	Non-Promoter Public	Non-Promoter Public
35.	Akhil Reddy Sanivarapu	-	1,25,000	Non-Promoter Public	Non-Promoter Public
36.	Skyline Retailer Llp	-	1,25,000	Non-Promoter Public	Non-Promoter Public
37.	Nikhil Ramesh Bohra	-	1,18,750	Non-Promoter Public	Non-Promoter Public
38.	Manoj Jain	-	1,12,500	Non-Promoter Public	Non-Promoter Public
39.	Gayatri Babulal Agarwal	-	1,00,000	Non-Promoter Public	Non-Promoter Public
40.	Nandini Chandra	-	87,500	Non-Promoter Public	Non-Promoter Public
41.	Ram Dayal Mittal	-	87,500	Non-Promoter Public	Non-Promoter Public
42.	Amit Ashok Todkari	-	75,000	Non-Promoter Public	Non-Promoter Public
43.	Laltesh Kumari	-	75,000	Non-Promoter Public	Non-Promoter Public
44.	Pravin Bhanushali	-	75,000	Non-Promoter Public	Non-Promoter Public
45.	Babulal Agarwal Huf	-	65,000	Non-Promoter Public	Non-Promoter Public
46.	Mangilal Choraria	-	62,500	Non-Promoter Public	Non-Promoter Public
47.	Mukesh Agarwal	-	50,000	Non-Promoter Public	Non-Promoter Public
48.	Pinky	-	50,000	Non-Promoter Public	Non-Promoter Public
49.	Jaipal Singh	-	50,000	Non-Promoter Public	Non-Promoter Public
50.	Akshay Anilbhai Maniyar	-	50,000	Non-Promoter Public	Non-Promoter Public
51.	Komalkumar Shantilal Khona	-	50,000	Non-Promoter Public	Non-Promoter Public
52.	Krimali Kamalnayan Mehta	-	50,000	Non-Promoter Public	Non-Promoter Public

53.	Manglam Fincon Advisors Private Limited	-	50,000	Non-Promoter Public	Non-Promoter Public
54.	Meena Hiren Doshi	-	50,000	Non-Promoter Public	Non-Promoter Public
55.	Nivedita	-	50,000	Non-Promoter Public	Non-Promoter Public
56.	Vijay P Bhandari	-	50,000	Non-Promoter Public	Non-Promoter Public
57.	Satbir Singh	-	37,500	Non-Promoter Public	Non-Promoter Public
58.	Vinodkumar Indrapati Singh	-	35,000	Non-Promoter Public	Non-Promoter Public
59.	2B Black Bio LLP	-	25,000	Non-Promoter Public	Non-Promoter Public
60.	Adiditi Mahesh Toshniwal	-	25,000	Non-Promoter Public	Non-Promoter Public
61.	Amit Panalal Shah	-	25,000	Non-Promoter Public	Non-Promoter Public
Total		-	1,68,08,201		

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 25th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting.”

“RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“RESOLVED FURTHER THAT the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

ITEM NUMBER 7: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS TO THE ON PREFERENTIAL BASIS TO THE NON-PROMOTERS.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force) (“the Act”), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), and the Stock Exchange(s) where the equity shares of the Company are listed (“Stock Exchange”), and/or any other competent authorities (collectively referred to as “Applicable Regulatory Authorities”), and subject to the Listing Agreement entered into by the Company with the Stock Exchange, and subject to such approvals, consents, permissions, and/or sanctions, if any, as may be required from any Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, corrections, changes, and variations as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, in one or more tranches, up to 78,25,000 (Seventy Eight Lakhs Twenty Five Thousand) Fully Convertible Warrants (“Warrants”) of face value Rs. 10/- each at an issue price of Rs. 15/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 10/- (Rupees Ten only) each of the Company (“Equity Shares”) at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 11,73,75,000/- (Eleven Crore Seventy-Three Lakhs Seventy-Five Thousand Only) to the proposed allottees as detailed below (“Proposed Warrant Allottees”), on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members.”

Details of Proposed Warrant Allottees

Sr. No	Name of the Proposed Warrant Allottees	Pre-Pref Holding	Maximum Warrant allotted	No of to be	Current Status / Category	Proposed Status / Category*
1.	Ritu Jalan	-	78,25,000		Non-Promoter	Promoter

*The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of the Equity Shares, shall be 25th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting.”

“RESOLVED FURTHER THAT the Equity Shares to be allotted to the Proposed Warrant Allottees upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits,

if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
- b) Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.10/- (Rupees Ten only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
- c) The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
- d) The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
- e) The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.
- f) The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
- g) The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
- h) The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
- i) In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
- j) Until conversion, Warrants shall not carry any rights of shareholders of the Company.
- k) The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
- l) The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
- m) The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- n) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- o) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders.”

“RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required.”

ITEM NUMBER 8: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable Regulations SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Mumbai under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration in clause III A of the main objects of the company to be pursued on its incorporation in the following manner:

The existing clause III (A) 1, 1a & 1b will be replaced by the following clause:

Clause III (A) 1: To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers of profile plastic, polyethylene, tarpaulins, moulded industrial articles, industrial components and articles, traps, tarpaulin roles or their allied and auxiliary plastic products, extrusion process, and also making of polythene tarpaulin, canvas tarpaulin, Polyvinyl chloride ("vinyl") tarpaulins and sinlyon, different sizes and types of materials handling a laminate of woven and sheet materials, PVC tarpaulin sheets, PVC tarpaulin rolls, woven polyester fabric, waterproofing, low density polyethylene and high density polyethylene, PVC tarpaulin sheets, PVC tarpaulin roll, manufacturing and trading of cross laminated sheets and other plastic products.

"RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

ITEM NUMBER 9: ALTERATION OF MEMORANDUM OF ASSOCIATION.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 4 and 13, and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, the Consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:

A. The words "Companies Act, 1956" in the existing Memorandum of Association shall be substituted with the words "Companies Act, 2013" wherever required under the applicable provisions.

B. Part-A of the objects clause (Clause III) shall now be titled as "The Object to be pursued by the Company on its Incorporation".

C. Part-B of the objects clause (Clause III) shall now be titled as "Matters which are necessary for furtherance of the objects specified in Part A".

D. Part-C of the objects clause (Clause III) titled "Other objects" of the Memorandum of Association of the Company be deleted.

E. All existing clauses of Memorandum of Association be renumbered.

F. The existing clause IV of the Memorandum of Association of the Company be substituted with the following new Clause IV: Clause IV "The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on share held by them."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies, Mumbai."

ITEM NUMBER 10: INCREASE IN BORROWING LIMITS.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures / Fully Convertible Debentures / Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 500 crores (Rupees Five Hundred Crore) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

ITEM NUMBER 11: POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 500 crores (Rupees Five Hundred Crores) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

ITEM NUMBER 12: INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

ITEM NUMBER 13: APPOINTMENT OF MR. JENIL HITESH CHHEDA (DIN: 11249310) AS EXECUTIVE DIRECTOR OF THE COMPANY.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Jenil Hitesh Chheda (DIN: 11249310) be and is appointed as Executive Director of the Company for a period of 3 (Three) Years w.e.f. 19th August 2025 up to 18th August 2028 (both days inclusive) liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Jenil Hitesh Chheda (DIN: 11249310) be paid remuneration not exceeding Rs. 6,00,000 per annum or such lower amount as may be decided by the Board (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 (Three) Years w.e.f. 19th August 2025 up to 18th August 2028 and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Jenil Hitesh Chheda within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Mr. Jenil Hitesh Chheda, the above-mentioned remuneration be paid to him, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

ITEM NUMBER 14: APPOINTMENT OF MR. DEEPAK PANDIT (DIN: 11235771) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“**RESOLVED THAT** pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of MR. Deepak Pandit (DIN: 11235771) as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five consecutive years effective from the date of appointment on the Board, and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

“**RESOLVED FURTHER THAT** any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution.”

For Sanmitra Commercial Limited

Sd/-

Prakash Bhoorchand Shah

DIN 01136800

Date: 29th August 2025

Registered Address:

**13, Prem Niwas 652, Dr. Ambedkar Road,
Khar west, Mumbai, Maharashtra, India, 400052.**

NOTES TO THE NOTICE: -

1. The Government of India, Ministry of Corporate Affairs has allowed conducting General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 09/2024 dated 19th September, 2024 read with Circular No. 09/2023 dated 25th September, 2023, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General (AGM) through VC/OAVM. In terms of the said circulars, the AGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the AGM through VC/OAVM only.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.
3. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the AGM.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode (by email) to those Members whose e-mail ids are registered with the Company/Depositories. Members may note that the Notice of the AGM will be available on the website of the Company at <https://sanmitracommercial.com/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has appointed M/s. Nuren Lodaya & Associates, Practicing Company Secretaries, to act as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner and the scrutinizer has communicated his willingness to be appointed and be available for the purpose.
8. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
9. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of the Annual General Meeting of your Company for the Financial Year 2024-2025 would also be made available on the Company's website: <https://sanmitracommercial.com/>.
10. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants to avail this facility.
11. Members are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at sanmitracommercial@ymail.com to facilitate clarifications during the AGM.
12. The venue of the AGM shall be deemed to be the Registered Office of the Company, the Route Map is not annexed in this Notice.
13. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting.

14. The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period commences on **Saturday, 20th September 2025 at 9:00 a.m.** and ends on **Tuesday 23rd September 2025 at 5:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Wednesday, 17th September, 2025**, may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., **Wednesday, 17th September, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/either> on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, the homepage of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (i.e. Manoj Parakh & Associates) by e-mail csnuren@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those Shareholders whose email ids/mobile no. are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sanmitracommercial@ymail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sanmitracommercial@ymail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for Members for E-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in

Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sanmitracommercial@ymail.com. The same will be replied by the company suitably.

Instructions for Shareholders/ Members to Speak (Speaker registration) during the Annual General Meeting:

1. Shareholders who would like to speak during the meeting must register their request by Wednesday, 17th September, 2025 with the company on the email id sanmitracommercial@ymail.com in mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting.
2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

For Sanmitra Commercial Limited

Sd/-

Prakash Bhoorchand Shah

DIN 01136800

Date: 29th August 2025

Registered Address:

**13, Prem Niwas 652, Dr. Ambedkar Road,
Khar west, Mumbai, Maharashtra, India, 400052.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**ITEM NUMBER 2.**

The existing Authorised Share Capital of the Company is Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh only) divided into 12,50,000 (Twelve Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only).

In view of the increased fund requirements and future business expansion plans of the Company, the Board of Directors, at its meeting held on 29th August 2025, approved, subject to the approval of shareholders, the increase in the Authorised Share Capital of the Company from Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh only) divided into 12,50,000 (Twelve Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10/- (Rupees Ten only) each, ranking pari-passu in all respects with the existing equity shares of the Company.

In accordance with the provisions of Sections 13 and 61 of the Companies Act, 2013, such an increase in Authorised Share Capital requires approval of the members of the Company by way of an Ordinary Resolution. Consequently, Clause V of the Memorandum of Association of the Company will also need to be altered to reflect the increased Authorised Share Capital.

The revised Memorandum of Association incorporating the above change will be available for inspection by the members in the manner stated in the Notes to the Notice of the Annual General Meeting.

The Board recommends the passing of the Ordinary Resolution as set out in Item Number 2 of this Notice for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in Item Number 2, except to the extent of their shareholding, if any.

ITEM NUMBER 3.

The Board of Directors at its meeting held on 29th August 2025, based on the recommendation of the Audit Committee and after evaluating various parameters such as industry experience, professional competence, independence, quality of reporting, and track record, approved the appointment of M/s. Nuren Lodaya & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the financial year 2024-25 till the conclusion of the Annual General Meeting to be held in the year 2029, subject to approval of the Members.

The appointment of the Secretarial Auditors is in line with the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide SEBI Notification dated December 12, 2024, read with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Nuren Lodaya & Associates is a reputed firm of Practicing Company Secretaries, based in Mumbai, with significant experience in corporate law, SEBI regulations, FEMA compliance, corporate governance advisory, and allied fields. The firm is committed to delivering high standards of professional practice with an emphasis on regulatory compliance, accuracy, and efficiency. Over the years, the firm has provided advisory and secretarial services to a wide range of corporate clients across diverse industries, establishing a strong reputation for integrity and quality.

M/s. Nuren Lodaya & Associates has confirmed that they are not disqualified and are eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013.

The Board considers that the appointment of M/s. Nuren Lodaya & Associates as the Secretarial Auditors of the Company will contribute to ensuring robust compliance, transparency, and good governance practices. Accordingly, the Board recommends the resolution set out at Item Number 3 of this Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

ITEM NUMBER 4.

The Members are hereby informed that the Board in its meeting held on 29th August 2025, has approved the acquisition of 100% shareholding of Tandhan Polyplast Limited (TPL i.e. "Selling Company"). The Selling Company is engaged in the business of manufacturing, trading, and supply of a wide range of plastic and polymer-based products. The company specializes in polyethylene and PVC tarpaulins, canvas tarpaulins, cross-laminated sheets, silnylon, woven polyester fabrics, and other waterproofing materials. With expertise in extrusion and lamination processes, TPL caters to diverse industrial and commercial needs, both in domestic and international markets. It operates as a buyer, seller, importer, exporter, and contractor, offering customized solutions across various segments of the plastic products industry.

For the said acquisition it is decided to acquire 1,21,00,000 Equity Shares constituting 100% stake of the Selling Company from the equity shareholders of the Selling Company.

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated 29th August 2025, has approved the issue of up to 2,97,41,799 (Two Crore Ninety-Seven Lakhs Forty-One Thousand Seven Hundred and Ninety-Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 15/- (Rupees Fifteen only) per Equity Share total aggregating to Rs. 44,61,26,985/- (Rupees Forty-Four Crore Sixty-One Lakhs Twenty-Six Lakhs Nine Hundred and Eighty-Five Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 1,21,00,000 Equity Shares representing 100% shareholding of Tandhan Polyplast Limited ("Selling Company") on a preferential.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:

1. Objects of the Preferential Issue:

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
The object of the issue is to discharge the purchase consideration payable for the acquisition of the Selling Company by acquiring 1,21,00,000 equity shares, representing 100% of the shareholding of the Selling Company, from the Proposed Allottees.	Rs. 44,61,26,985/-	Swap of Shares

As the proposed total issue size, including the issue of equity shares for share swap, consideration in cash, and the issue of convertible warrants, exceeds Rs. 100 crores, pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Board has appointed M/s. Infomerics Valuation and Rating Limited, an agency registered with SEBI, as the Monitoring Agency to oversee the utilisation of the issue proceeds and submit its report to the Company on a quarterly basis until 100% of the proceeds have been utilised.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 2,97,41,799 (Two Crore Ninety-Seven Lakhs Forty-One Thousand Seven Hundred and Ninety-Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 15/- (Rupees Fifteen only) per Equity Share total aggregating to Rs. 44,61,26,985/- (Rupees Forty-Four Crore Sixty-One Lakhs Twenty-Six Lakhs Nine Hundred and Eighty-Five Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 1,21,00,000 Equity Shares representing 100% shareholding of Tandhan Polyplast Limited ("Selling Company") on a preferential.

The issue of equity share shall be subject to the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 25th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sanmitracommercial.com

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:

Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:

12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link www.sanmitracommercial.com

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 44,61,26,985/- (Rupees Forty-Four Crore Sixty-One Lakhs Twenty-Six Lakhs Nine Hundred and Eighty-Five Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 1,21,00,000 Equity Shares representing 100% shareholding of Tandhan Polyplast Limited ("Selling Company") on a preferential.

6. Principal terms of Assets charged as securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 15/- (Rupees Fifteen Only) per Equity Share total aggregating to not exceeding Rs. 44,61,26,985/- (Rupees Forty-Four Crore Sixty-One Lakhs Twenty-Six Lakhs Nine Hundred and Eighty-Five Only) on a preferential basis and the Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	4,74,350	43.12	4,01,66,149**	69.73
2	Foreign	-	-	-	-
	Sub Total (A)	4,74,350	43.12	4,01,66,149	69.73
B	Non-Promoter Holding				
1	Institutions	-	-	-	-
1a	Institutions (Domestic)	-	-	-	-
1b	Institutions (Foreign)	-	-	-	-
2	Non – Institutions				-
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,21,650	11.06	1,21,650	0.21
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	5,04,000	45.82	1,44,54,000	25.09
2c	Non-Resident Indians (NRIs)	-	-	-	-
2d	Bodies Corporate	-	-	5,50,000	0.95
2e	Any Other (specify)	-	-	23,08,201	4.01
	Sub-Total (B)	6,25,650	56.88	1,74,33,851	30.27
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	11,00,000	100.00	5,76,00,000	100.00

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concert /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from Karan Chetan Shah Chartered Accountants, Registered Valuer- Securities and Financial Assets (Reg No: IBBI/RV/06/2024/15561) having office at 413 Satyam Apartment Link Road, Near Don Bosco School, Borivali West, Mumbai- 400091 in compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations, The above information is also available on the Company's website at the following link www.sanmitracommercial.com

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 1,21,0000 Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 4 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on www.sanmitracommercial.com

17. Undertakings:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category**
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Anuj Jalan	Non-Promoter	Not Applicable	-	-	1,31,64,187	1,31,64,187	22.85	Promoter
2	Ankit Jalan	Non-Promoter	Not Applicable	-	-	1,28,66,032	1,28,66,032	22.34	Promoter
3	Radhika Jalan	Non-Promoter	Not Applicable	-	-	12,29,000	12,29,000	2.13	Promoter
4	Manju Jalan	Non-Promoter	Not Applicable	-	-	12,29,000	12,29,000	2.13	Promoter
5	Prachi Jalan	Non-Promoter	Not Applicable	-	-	6,14,500	6,14,500	1.07	Promoter
6	Ritu Jalan	Non-Promoter	Not Applicable	-	-	6,14,500	6,14,500	1.07	Promoter
7	Divyanshi Jalan	Non-Promoter	Not Applicable	-	-	24,580	24,580	0.04	Promoter

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

****The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concert /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.**

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 4 in the accompanying notice for approval by the Members.

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

ITEM NUMBER 5.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 29th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 21,25,000 (Twenty One Lakhs Twenty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 15/- (Rupees Fifteen Only) per Equity Share total aggregating to Rs. 3,18,75,000/- (Rupees Three Crore Eighteen Lakhs Seventy-Five Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category (“Proposed Equity Allottees”), in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI ((ICDR)) Regulations”) are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying Notice authorises the Board to create, offer, issue, and allot, from time to time, in one or more tranches, up to 21,25,000 (Twenty-One Lakhs Twenty-Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 15/- (Rupees Fifteen only) per Equity Share, aggregating to a total of Rs. 3,18,75,000/- (Rupees Three Crore Eighteen Lakhs Seventy-Five Thousand only), on a preferential basis for cash consideration to the non-promoter public category (“Proposed Equity Allottees”), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”).

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 25th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sanmitracommercial.com

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:

Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:

12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company’s website at the following link www.sanmitracommercial.com

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 3,18,75,000/- (Rupees Three Crore Eighteen Lakhs Seventy-Five Thousand only)

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	4,74,350	43.12	4,01,66,149**	69.73
2	Foreign	-	-	-	-
	Sub Total (A)	4,74,350	43.12	4,01,66,149	69.73
B	Non-Promoter Holding				
1	Institutions	-	-	-	-
1a	Institutions (Domestic)	-	-	-	-
1b	Institutions (Foreign)	-	-	-	-
2	Non – Institutions				
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,21,650	11.06	1,21,650	0.21

2b	Individuals (share Capital in excess of Rs. 2 lakhs)	5,04,000	45.82	1,44,54,000	25.09
2c	Non-Resident Indians (NRIs)	-	-	-	-
2d	Bodies Corporate	-	-	5,50,000	0.95
2e	Any Other (specify)	-	-	23,08,201	4.01
	Sub-Total (B)	6,25,650	56.88	1,74,33,851	30.27
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	11,00,000	100.00	5,76,00,000	100.00

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on www.sanmitracommercial.com

17. Undertakings:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity*		Post- issue Category**
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Daivik Jalan	Non-Promoter	Not Applicable	-	-	15,00,000	15,00,000	2.60	Promoter
2	Anuj Jalan	Non-Promoter	Not Applicable	-	-	6,25,000	6,25,000	1.09	Promoter

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 5 in the accompanying notice for approval by the Members.

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

ITEM NUMBER 6.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 29th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 1,68,08,201 (One Crore Sixty Eight Lakhs Eight Thousand Two Hundred and One) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 40/- (Rupees Forty Only) per Equity Share total aggregating to Rs. 67,23,28,040/- (Rupees Sixty-Seven Lakhs Twenty-Three Lakhs Twenty-Eight Thousand & Forty Only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying Notice authorises the Board to create, offer, issue, and allot, from time to time, in one or more tranches, up to 1,68,08,201 (One Crore Sixty-Eight Lakhs Eight Thousand Two Hundred and One) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 40/- (Rupees Forty Only) per Equity Share total aggregating to Rs. 67,23,28,040/- (Rupees Sixty-Seven Lakhs Twenty-Three Lakhs Twenty-Eight Thousand & Forty Only), on a preferential basis for cash consideration to the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws.

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 25th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sanmitracommercial.com

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:

Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:

12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link www.sanmitracommercial.com

5. Amount which the Company intends to raise by way of issue of Equity Shares:

Rs. 67,23,28,040/- (Rupees Sixty-Seven Lakhs Twenty-Three Lakhs Twenty-Eight Thousand & Forty Only).

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	4,74,350	43.12	4,01,66,149**	69.73
2	Foreign	-	-	-	-
	Sub Total (A)	4,74,350	43.12	4,01,66,149	69.73
B	Non-Promoter Holding				
1	Institutions	-	-	-	-
1a	Institutions (Domestic)	-	-	-	-
1b	Institutions (Foreign)	-	-	-	-
2	Non – Institutions				-
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,21,650	11.06	1,21,650	0.21
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	5,04,000	45.82	1,44,54,000	25.09
2c	Non-Resident Indians (NRIs)	-	-	-	-
2d	Bodies Corporate	-	-	5,50,000	0.95
2e	Any Other (specify)	-	-	23,08,201	4.01
	Sub-Total (B)	6,25,650	56.88	1,74,33,851	30.27
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	11,00,000	100.00	5,76,00,000	100.00

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

12. Valuation for consideration other than cash:

Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

14. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

15. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate:

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on www.sanmitracommercial.com.

17. Undertakings:

The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post of Equity*		Post- issue Category*
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Jitendra Rasiklal Sanghavi	Non-Promoter	Not Applicable	-	-	12,26,250	12,26,250	2.13	Non-Promoter
2.	Hitesh Natwarlal Kawa	Non-Promoter	Not Applicable	-	-	12,26,250	12,26,250	2.13	Non-Promoter
3.	Roopal Hitesh Kawa	Non-Promoter	Not Applicable	-	-	12,26,250	12,26,250	2.13	Non-Promoter
4.	Rasiklal P Sanghavi (Huf)	Non-Promoter	Jitendra Rasiklal Sanghavi	-	-	9,49,500	9,49,500	1.65	Non-Promoter
5.	Kaushik Hasmukhlal Gandhi	Non-Promoter	Not Applicable	-	-	9,33,750	9,33,750	1.62	Non-Promoter
6.	Nimesh Sahadeo Singh	Non-Promoter	Not Applicable	-	-	9,33,750	9,33,750	1.62	Non-Promoter

7.	Jaikaran Jaspalsingh Chandock	Non-Promoter	Not Applicable	-	-	7,50,000	7,50,000	1.30	Non-Promoter
8.	Jaspalsingh Prehladsingh Chandock	Non-Promoter	Not Applicable	-	-	7,50,000	7,50,000	1.30	Non-Promoter
9.	Trimaan Jaspal Singh Chandock	Non-Promoter	Not Applicable	-	-	7,50,000	7,50,000	1.30	Non-Promoter
10.	Hitesh N Kawa Huf	Non-Promoter	Hitesh Natwarlal Kawa	-	-	6,68,701	6,68,701	1.16	Non-Promoter
11.	Kaushik Hasmukhlal Gandhi Huf	Non-Promoter	Kaushik Hasmukhlal Gandhi	-	-	6,25,000	6,25,000	1.09	Non-Promoter
12.	Priti Nimesh Singh	Non-Promoter	Not Applicable	-	-	6,25,000	6,25,000	1.09	Non-Promoter
13.	Khyati Varshit Shah	Non-Promoter	Not Applicable	-	-	4,37,500	4,37,500	0.76	Non-Promoter
14.	Prashant Sanghvi	Non-Promoter	Not Applicable	-	-	3,75,000	3,75,000	0.65	Non-Promoter
15.	Sadashiv Kanyana Shetty	Non-Promoter	Not Applicable	-	-	3,75,000	3,75,000	0.65	Non-Promoter
16.	Divya Deven Pathak	Non-Promoter	Not Applicable	-	-	3,75,000	3,75,000	0.65	Non-Promoter
17.	Jyoti Praful Desai	Non-Promoter	Not Applicable	-	-	3,75,000	3,75,000	0.65	Non-Promoter
18.	Kunal Haresh Mehta	Non-Promoter	Not Applicable	-	-	2,50,000	2,50,000	0.43	Non-Promoter
19.	Brijesh Jitendra Parekh	Non-Promoter	Not Applicable	-	-	2,50,000	2,50,000	0.43	Non-Promoter
20.	Saurav Raidani	Non-Promoter	Not Applicable	-	-	2,00,000	2,00,000	0.35	Non-Promoter
21.	Modi Jaymin Piyushbhai	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
22.	Bhavna Mahesh Avlani	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
23.	Bhupendra Jain	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
24.	Laxmi Jain	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
25.	Leena Harshal Agrawal	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
26.	Mahesh Lakhmichand Bathija Ritu Mahesh Bathija	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
27.	Mihir Chandrakant Kotecha	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
28.	Naveen Kumar Choraria	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
29.	Simple Commerce LLP	Non-Promoter	Kabir Verma Karan Prakash Pandya Sumil M Shah	-	-	1,25,000	1,25,000	0.22	Non-Promoter

30.	Urmila Makana	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
31.	Pratibha Rani	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
32.	Decode Media House Private Limited	Non-Promoter	Manthan Singhvi	-	-	1,25,000	1,25,000	0.22	Non-Promoter
33.	Pramesh Wealth Pvt. Ltd.	Non-Promoter	Patel Ramchandra Ramanlal	-	-	1,25,000	1,25,000	0.22	Non-Promoter
34.	Ramesh Sakharampant Deshpande	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
35.	Akhil Reddy Sanivarapu	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
36.	Skyline Retailer Llp	Non-Promoter	Parul Padamsee Gala Pooja Ankit Gala	-	-	1,25,000	1,25,000	0.22	Non-Promoter
37.	Nikhil Ramesh Bohra	Non-Promoter	Not Applicable	-	-	1,18,750	1,18,750	0.21	Non-Promoter
38.	Manoj Jain	Non-Promoter	Not Applicable	-	-	1,12,500	1,12,500	0.20	Non-Promoter
39.	Gayatri Babulal Agarwal	Non-Promoter	Not Applicable	-	-	1,00,000	1,00,000	0.17	Non-Promoter
40.	Nandini Chandra	Non-Promoter	Not Applicable	-	-	87,500	87,500	0.15	Non-Promoter
41.	Ram Dayal Mittal	Non-Promoter	Not Applicable	-	-	87,500	87,500	0.15	Non-Promoter
42.	Amit Ashok Todkari	Non-Promoter	Not Applicable	-	-	75,000	75,000	0.13	Non-Promoter
43.	Laltesh Kumari	Non-Promoter	Not Applicable	-	-	75,000	75,000	0.13	Non-Promoter
44.	Pravin Bhanushali	Non-Promoter	Not Applicable	-	-	75,000	75,000	0.13	Non-Promoter
45.	Babulal Agarwal Huf	Non-Promoter	Babulal Agarwal	-	-	65,000	65,000	0.11	Non-Promoter
46.	Mangilal Choraria	Non-Promoter	Not Applicable	-	-	62,500	62,500	0.11	Non-Promoter
47.	Mukesh Agarwal	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
48.	Pinky	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
49.	Jaipal Singh	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
50.	Akshay Anilbhai Maniyar	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
51.	Komalkumar Shantilal Khona	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
52.	Krimali Kamalnayan Mehta	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
53.	Manglam Fincon Advisors Private Limited	Non-Promoter	Shailendra Singh Shrimal	-	-	50,000	50,000	0.09	Non-Promoter
54.	Meena Hiren Doshi	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter

55.	Nivedita	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
56.	Vijay P Bhandari	Non-Promoter	Not Applicable	-	-	50,000	50,000	0.09	Non-Promoter
57.	Satbir Singh	Non-Promoter	Not Applicable	-	-	37,500	37,500	0.07	Non-Promoter
58.	Vinodkumar Indrapati Singh	Non-Promoter	Not Applicable	-	-	35,000	35,000	0.06	Non-Promoter
59.	2B Black Bio LLP	Non-Promoter	Suresh Jiwalal Kataria Vinod Kantilal Rathod	-	-	25,000	25,000	0.04	Non-Promoter
60.	Adidti Mahesh Toshniwal	Non-Promoter	Not Applicable	-	-	25,000	25,000	0.04	Non-Promoter
61.	Amit Panalal Shah	Non-Promoter	Not Applicable	-	-	25,000	25,000	0.04	Non-Promoter

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

20. SEBI Takeover Code:

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 6 in the accompanying notice for approval by the Members.

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

ITEM NUMBER 7.

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilised for acquisition of subsidiary company to meet capital expenditures and working capital and to broaden the position of the Company.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 29th August 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches up to 78,25,000 (Seventy-Eight Lakhs Twenty-Five Thousand) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 15/- (Rupees Fifteen only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 11,73,75,000/- (Rupees Eleven Core Seventy-Three Lakhs Seventy-Five Thousand Only) to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:

1. Objects of the Preferential Issue: Please refer ANNEXURE-1 of the notice.

2. The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:

The Board of Directors of the Company at their meeting held on 29th August 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 78,25,000 (Seventy-Eight Lakhs Twenty-Five Thousand) Fully Convertible Warrants ("Warrants") of face value Rs. 10/- each at an issue price of Rs. 10/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 15/- (Rupees Fifteen only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 11,73,75,000/- (Rupees Eleven Core Seventy-Three Lakhs Seventy-Five Thousand Only) to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 25th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Annual General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.sanmitracommercial.com

4. Name and Address of Valuer who performed Valuation:

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:

Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:

12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link www.sanmitracommercial.com

5. Amount which the Company intends to raise by way of issue of Warrants:

Rs. 11,73,75,000/- (Rupees Eleven Core Seventy-Three Lakhs Seventy-Five Thousand Only).

6. Material terms of issue of Warrants/ Convertible Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Warrant Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- iii. The Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

xiii. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

7. Principal terms of Assets charged as securities:

Not Applicable

8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	4,74,350	43.12	4,01,66,149**	69.73
2	Foreign	-	-	-	-
	Sub Total (A)	4,74,350	43.12	4,01,66,149	69.73
B	Non-Promoter Holding				
1	Institutions	-	-	-	-
1a	Institutions (Domestic)	-	-	-	-
1b	Institutions (Foreign)	-	-	-	-
2	Non – Institutions				-
2a	Individuals (share Capital up to Rs. 2 lakhs)	1,21,650	11.06	1,21,650	0.21
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	5,04,000	45.82	1,44,54,000	25.09
2c	Non-Resident Indians (NRIs)	-	-	-	-
2d	Bodies Corporate	-	-	5,50,000	0.95
2e	Any Other (specify)	-	-	23,08,201	4.01
	Sub-Total (B)	6,25,650	56.88	1,74,33,851	30.27
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	11,00,000	100.00	5,76,00,000	100.00

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu

Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concerts /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There shall be no change in management or control of the Company pursuant to the issue and allotment of Warrants and subsequent conversion of warrants into equity shares.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

13. Valuation for consideration other than cash:

Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Lock-in:

The Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

16. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link www.sanmitracommercial.com

18. Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post of allotment Equity*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Ritu Jalan	Non-Promoter	Not Applicable	-	-	78,25,000	78,25,000	13.59	Promoter**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

**The Proposed allottee Mr. Ankit Jalan (Acquirer-1) and Mr. Anuj Jalan (Acquirer-2) (Acquirer-1 and Acquirer-2 hereinafter collectively referred to as the "Acquirers") along with Manju Jalan (Pac-1), Radhika Jalan (Pac-2), Prachi Jalan (Pac-3), Ritu Jalan (Pac-4), Divyanshi Jalan (Pac-5) And Daivik Jalan (Pac-6) (Pac-1, Pac-2, Pac-3, Pac-4, Pac-5 And Pac-6 hereinafter collectively referred as person acting in concert /Pacs) shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.

20 SEBI Takeover code:

In the present case none of the Proposed Warrants Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

21. Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:

The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

22. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

23. Other disclosures/undertaking

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

24. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to Promoter and Non-Promoters.

Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

25. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company is of the opinion that the proposed issue is in the best interest of the Company. Accordingly, the Board recommends the Special Resolution set out at Item Number 7 of the accompanying Notice for approval by the Members.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

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

ITEM NUMBER 8 & 9:

The company has been primarily engaged in the business of Diversified Commercial Services. The Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The Board of directors of the company at their meeting held on 29th August 2025 had entered in Share Purchase and Share Subscription Agreement ("SPSSA") and other necessary documents between Sanmitra Commercial Limited, Tandhan Polyplast Limited ("Selling Company") and the shareholders of Selling Company, wherein Sanmitra Commercial Limited had agreed to acquire 100% of the share capital of the Selling Company by consideration other than cash (i.e., swap of shares) and Pursuant to the SPSSA, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under and the Selling Company will become the wholly owned subsidiary of Sanmitra Commercial Limited.

In view of the above SPSSA entered by the company, the main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

Further in view of the SPSSA and change in object clause of the company, the Board of Directors of the company decided to change the name of the company as the old name is not in line with the revised objectives of the company.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The Company was incorporated on 02/01/1985 under the provisions of the Companies Act, 1956. The existing Memorandum of Association ("MOA") is based on the Companies Act, 1956 and since the Company Act, 2013 has come in to force from 1st April, 2014, several clauses/regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Company Act, 2013 it is proposed to alter the MOA of the Company and replace by new MOA. As members are aware company is in the business of execution of Infrastructure projects.

The revised Memorandum of Association incorporating the above change will be available for inspection by the members in the manner stated in the Notes to the Notice of the Annual General Meeting.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

Pursuant to Sections 13 / 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Board of Directors accordingly recommends the resolution set out at Item Numbers 8 & 9 of the accompanying Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

ITEM NUMBER 10 & 11.

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit to Rs. 500 crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 500 crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 500 crores (Rupees Five Hundred Crores).

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 500 crores (Rupees Five Hundred Crores) as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Numbers 10 & 11 of the Notice for approval of members of the Company by way of Special Resolutions.

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

ITEM NUMBER 12.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 500 Crores (Five Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in Item Number 12 of the Notice for approval of members of the Company by way of Special Resolution.

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

ITEM NUMBER 13.

The Board of Directors of the Company vide resolution passed on 29th August 2025 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, accorded their consent to appoint Mr. Jenil Hitesh Chheda (DIN: 11249310) as Executive Director of the Company subject to further approval of the Shareholders of the Company.

The details of terms of appointment and remuneration payable to Mr. Jenil Chheda are given below:

Particulars	Mr. Jenil Hitesh Chheda (DIN: 11249310)
Tenure of re- appointment	3 years w.e.f. 05 th March 2025 to 04 th March 2028
Remuneration	
Salary Inclusive of all allowances and incentives	Shall be paid remuneration not exceeding Rs. 6,00,000 per annum or such lower amount as may be decided by the Board (inclusive of salary, perquisites, benefits, incentives and other allowances)
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re- enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	Trading & Distributors			
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 01/04/1992 and its operating activities commenced thereafter.			
(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 Amount in lakhs	Particulars	31st March 2023	31st March 2024	31st March 2025
	PBT	-4.31	10.16	42.76
	PAT	-4.30	10.17	36.84
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	Jenil Chheda is an accomplished Sales and Operations Leader with over nine years of experience across Real Estate, SaaS, Finance, and EdTech sectors. He has a strong track record of building business processes, driving revenue growth, and expanding operations across India, the UK, and the USA. His expertise includes sales strategy, people management, recruitment, training, and pilot project launches, with a history of consistently surpassing revenue targets, winning multiple performance awards, and leading high-performing teams. Jenil holds a PGDM in Marketing & Operations from ICAI Business School and a Bachelor of Commerce degree.			

(2) Past remuneration	Nil
(3) Recognition or awards	NA
(4) Job profile and his suitability	Jenil Chheda is an accomplished Sales and Operations Leader with over nine years of experience across Real Estate, SaaS, Finance, and EdTech sectors. He has a strong track record of building business processes, driving revenue growth, and expanding operations across India, the UK, and the USA. His expertise includes sales strategy, people management, recruitment, training, and pilot project launches, with a history of consistently surpassing revenue targets, winning multiple performance awards, and leading high-performing teams. Jenil holds a PGDM in Marketing & Operations from ICAI Business School and a Bachelor of Commerce degree.
(5) Remuneration proposed	Shall be paid remuneration not exceeding Rs. 6,00,000 per annum or such lower amount as may be decided by the Board (inclusive of salary, perquisites, benefits, incentives and other allowances)
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Mr. Jenil Chheda was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders. In comparison, the overall remuneration paid to Mr. Jenil Chheda is comparable to the remuneration being paid in Dredging industry.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Jenil Chheda has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 13 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company expects to grow in terms of turnover and profitability. But in future profits may become inadequate due to dredging scenario requiring aggressive marketing strategies. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act. However, the same would be within the limits specified in Schedule V, Section II, Part A of the Act.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture. The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Mr. Jenil Chheda and his relatives for Item Number 1, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Jenil Chheda in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as “**Annexure B**”.

However, in the event of inadequacy of profits, during the tenure of Mr. Jenil Chheda, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors therefore recommends the resolution as set out in Item Number 13 of the Notice for approval of members of the Company by way of Special Resolution.

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

ITEM NUMBER 14.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 29th August 2025 had appointed Mr. Deepak Pandit (DIN: 11235771) as Additional Directors (Non-Executive, Independent) of the Company for a first term of three (5) years effective from 29th August 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Deepak Pandit (DIN: 11235771);

- (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The brief profile of Mr. Deepak Pandit (DIN: 11235771) in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "**Annexure B**".

ANNEXURE A**OBJECTS OF THE PREFERENTIAL ISSUE CONSIDERATION IN CASH**

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
To make investments in the Company's wholly-owned subsidiaries (Tandhan Polyplast Limited) for capital expenditure relating to new and existing projects;	20,00,00,000	Within 12 months from the date of receipts of funds
To make repayment of existing Debt of subsidiary (Tandhan Polyplast Limited) which was infused as fund for the business purpose of the said subsidiary	20,00,00,000	Within 12 months from the date of receipts of funds
To make investments in the Company's wholly-owned subsidiaries (Tandhan Polyplast Limited) to meet their working capital requirements and that of the Company;	21,53,98,040	Within 12 months from the date of receipts of funds
To meet expenses related to the Issue; and	11,80,000	Within 12 months from the date of receipts of funds
For general corporate purposes of the Company and its subsidiaries.	20,50,00,000	Within 12 months from the date of receipts of funds
Total	82,15,78,040	

As the proposed total issue size, including the issue of equity shares for share swap, consideration in cash, and the issue of convertible warrants, exceeds Rs. 100 crores, pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Board has appointed M/s. Infomerics Valuation and Rating Limited, an agency registered with SEBI, as the Monitoring Agency to oversee the utilisation of the issue proceeds and submit its report to the Company on a quarterly basis until 100% of the proceeds have been utilised.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

ANNEXURE B

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

1.	Name of Director	Mr. Jenil Hitesh Chheda	Mr. Deepak Pandit
2.	Brief Resume of the Director	Jenil Chheda is an accomplished Sales and Operations Leader with over nine years of experience across Real Estate, SaaS, Finance, and EdTech sectors. He has a strong track record of building business processes, driving revenue growth, and expanding operations across India, the UK, and the USA. His expertise includes sales strategy, people management, recruitment, training, and pilot project launches, with a history of consistently surpassing revenue targets, winning multiple performance awards, and leading high-performing teams. Jenil holds a PGDM in Marketing & Operations from ICFAI Business School and a Bachelor of Commerce degree.	A Commerce graduate (B. Com) and semi-qualified Company Secretary (CS) with strong knowledge of corporate laws, compliance, governance, and financial management. Skilled in drafting, documentation, and regulatory filings with accuracy and efficiency. A proactive learner, adaptable to dynamic business environments, and eager to contribute to corporate governance, legal compliance, and financial management roles.
3.	Nature of Expertise in specific functional areas	His expertise includes sales strategy, people management, recruitment, training, and pilot project launches, with a history of consistently surpassing revenue targets, winning multiple performance awards, and leading high-performing teams. Jenil holds a PGDM in Marketing & Operations from ICFAI Business School and a Bachelor of Commerce degree.	Having strong knowledge of corporate laws, compliance, governance, and financial management. Skilled in drafting, documentation, and regulatory filings with accuracy and efficiency. A proactive learner, adaptable to dynamic business environments, and eager to contribute to corporate governance, legal compliance, and financial management roles.
4.	Inter-se relationships with directors and Key Managerial Personnel	None	None
5.	Listed companies in which he holds directorship and committee membership	None	None
6.	Listed Entities from which he has resigned as Director in past 3 years	None	None
7.	Shareholding in the Company (either by self or as beneficial owner)	None	None
8.	Details of remuneration to be paid, if any	Shall be paid remuneration not exceeding Rs. 6,00,000 per annum or such lower amount as may be decided by the Board (inclusive of salary, perquisites, benefits, incentives and other allowances)	No remuneration, apart from sitting fees for attending meeting of the Board & Committee.
9.	Date of first appointment to the Board	19 th August 2025	19 th August 2025
10.	Skills and capabilities required for the role and the manner in which Director meets such requirements:	As mentioned in profile	As mentioned in profile