SANMITRA COMMERCIAL LIMITED

CIN L74120MH1985PLC034963
Registered Address 13, Prem Niwas 652, Dr. Ambedkar Road, Khar west, Mumbai, Maharashtra, India, 400052
Email Id: sanmitracommercial@ymail.com | www.sanmitracommercial.com | Tel.: 022-22821087

Date: 16th September 2025

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Ref: Scrip Code: 524743

Dear Sir / Madam,

This is in reference to the Notice of the 41st Annual General Meeting ("AGM") of the Shareholders of the Company, which was dispatched to the shareholders on 02nd September 2025.

The AGM is scheduled to be held on Wednesday, 24th September 2025 at 12:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of the Companies Act, 2013, applicable rules thereunder, Secretarial Standard on General Meetings (SS-2), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws.

With respect to the proposed preferential issue of securities as contained in the AGM Notice, the Board of Directors at its meeting held on 16th September 2025 approved the following change:

1. Reallocation of Equity Shares

The Board, at the request of the proposed allottees, resolved to revise the quantity of the proposed issue of equity shares, which had earlier been approved by the Board, subject to the consent of the members of the Company and the approval of the Stock Exchange.

The revised details of the proposed allotment are as follows:

Name of the Proposed Allottee	No. of Equity Shares (Earlier)	No. of Equity Shares (Revised)
Manoj Jain	1,12,500	1,37,500
Leena Harshal Agrawal	1,25,000	87,500
Amit Ashok Todkari	75,000	87,500
Total	**3,12,500**	**3,12,500**

Accordingly, the resolution and explanatory statement at Item Number 6 of the AGM Notice stands modified to the extent of the above change. All other terms and conditions of the preferential issue as set out in the AGM Notice remain unchanged.

This Corrigendum shall form an integral part of the AGM Notice dated 02nd September 2025 and should be read in conjunction therewith.

The AGM Notice, Corrigendum, and other relevant documents are also available on the website of the Company at www.sanmitracommercial.com and on the websites of the Stock Exchanges.

We request you to kindly take the same on record.

For, Sanmitra Commercial Limited

Prakash bhoorchand Shah

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Prakash Bhoorchand Shah
DIN: 01136800
Director

SANMITRA COMMERCIAL LIMITED

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CORRIGENDUM TO NOTICE OF THE 41ST ANNUAL GENERAL MEETING

To,
The Members of Sanmitra Commercial Limited

This corrigendum is being issued to inform the members of the Company about certain alterations / modifications made to the Resolution Explanatory Statement of Item Number 6 of the Notice of the 41st Annual General Meeting.

This Corrigendum shall form an integral part of the original AGM Notice, which has been circulated to the Shareholders of the Company on 02nd September 2025. Accordingly, from the date of this Corrigendum, the Notice of the AGM shall be read in conjunction with this Corrigendum.

This Corrigendum is also being made available on website of the Company and BSE Limited.

All other terms and contents of the Notice of the 41st Annual General Meeting, except as specifically modified or supplemented by this Corrigendum, shall remain unchanged.

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

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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.	Manoj Jain	-	1,37,500	Non-Promoter Public	Non-Promoter Public
22.	Modi Jaymin Piyushbhai	-	1,25,000	Non-Promoter Public	Non-Promoter Public
23.	Bhavna Mahesh Avlani	-	1,25,000	Non-Promoter Public	Non-Promoter Public
24.	Bhupendra Jain	-	1,25,000	Non-Promoter Public	Non-Promoter Public
25.	Laxmi Jain	-	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.	Gayatri Babulal Agarwal	-	1,00,000	Non-Promoter Public	Non-Promoter Public
39.	Leena Harshal Agrawal	-	87,500	Non-Promoter Public	Non-Promoter Public
40.	Nandini Chandra	-	87,500	Non-Promoter Public	Non-Promoter Public
41.	Ramdayal Mittal	-	87,500	Non-Promoter Public	Non-Promoter Public
42.	Amit Ashok Todkari	-	87,500	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.	Adidti 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

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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."

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SANMITRA COMMERCIAL LIMITED

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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 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.

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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				

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	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.

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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:
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 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.	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

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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.	Manoj Jain	Non-Promoter	Not Applicable	-	-	1,37,500	1,37,500	0.24	Non-Promoter
22.	Modi Jaymin Piyushbhai	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
23.	Bhavna Mahesh Avlani	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
24.	Bhupendra Jain	Non-Promoter	Not Applicable	-	-	1,25,000	1,25,000	0.22	Non-Promoter
25.	Laxmi Jain	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 E 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

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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.	Gayatri Babulal Agarwal	Non-Promoter	Not Applicable	-	-	1,00,000	1,00,000	0.17	Non-Promoter
39.	Leena Harshal Agrawal	Non-Promoter	Not Applicable	-	-	87,500	87,500	0.15	Non-Promoter
40.	Nandini Chandra	Non-Promoter	Not Applicable	-	-	87,500	87,500	0.15	Non-Promoter
41.	Ramdayal Mittal	Non-Promoter	Not Applicable	-	-	87,500	87,500	0.15	Non-Promoter
42.	Amit Ashok Todkari	Non-Promoter	Not Applicable	-	-	87,500	87,500	0.15	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

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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.

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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.

None of the promoter and promoter group, Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of the securities proposed to be allotted to them on a preferential basis except to the extent to their shareholding in the Company.
Thanking you,

Yours sincerely,

For, Sanmitra Commercial Limited

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Prakash Bhoorchand Shah
DIN: 01136800
Director