

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“the EGM”) of the members of Sumeet Industries Limited (“the Company”) will be held on Monday, August 24, 2026, at 4.00 P.M through Video Conferencing (“VC”) / Other Audio Audio-Visual Means (“OAVM”) to transact the following Special business:

Special Business

Item No: 1- Issuance of Equity Shares upon Conversion of Optionally Convertible Redeemable Preference Shares (“OCRPS”) to the Non-Promoters on Preferential Basis:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI (ICDR) Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the approval of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot up to 84,31,195 fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two only) each of the Company on non-consideration basis upon conversion of the existing Optionally Convertible Redeemable Preference Share (“**OCRPS**”) allotted on 11th day of December, 2024 in compliance with the NCLT approved Resolution Plan dated 16.07.2024, to the below mentioned Investor(s) (“**Proposed Allottees**”) by way of a preferential issue on a private placement basis (“**Preferential Issue**”), at the conversion price of Rs. 33.21/- which is determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws to ascertain the number of Equity Shares to be issued is in terms of and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law:

S.No	Names of Proposed Allottees	Post Issue Category	No of Equity Shares
1	Bank of Baroda	Public	48,11,683
2	Central Bank of India	Public	4,34,146
3	Canara Bank	Public	2,82,114
4	Union Bank of India	Public	4,27,642
5	IDBI Bank	Public	23,28,455
6	Oldenburgische Landesbank AG (with which Bremer Kredibank AG, formerly known as KBC Bank Deutschland AG, merged)	Public	1,47,155
Total			84,31,195

RESOLVED FURTHER THAT, in compliance and accordance with the Resolution Plan dated 16.07.2024 read with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the board recommended the Conversion Price on which the proposed Equity Shares shall be issued as Rs. 33.21 /- (Rupees Thirty Three and Twenty one Paise only) (**“Conversion Price”**).

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the **“Relevant Date”** for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as **Friday, July 24, 2026**, being the date 30 days prior to the date of **Extra-Ordinary General Meeting i.e. Monday, August 24, 2026**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares shall be issued without consideration as the same are being issued upon conversion of the OCRPS issued to the Proposed Allottees;
- b. The Equity Shares so allotted to the proposed 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 there under;
- c. The allotment of Equity Shares pursuant to this resolution shall be completed within a period of 15 days from the date of passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- d. The pre-preferential shareholding (if any) of the Proposed Allottees under this resolution shall not be sold, transferred, pledged 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;
- e. Allotment of Shares shall only be made in dematerialized form; and
- f. Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT the equity shares to be issued and allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE & NSE where the equity share of the Company are currently listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares, entering into contracts, arrangements, agreements, memorandam, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Equity Shares), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Company Secretary of the company and Mr. Rohan D. Modh, Director of the company be and is hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s).”

By order of the Board
Anil Kumar Jain
Company Secretary & Compliance Officer

Date : 29.07.2026

Place: Surat

Registered Office:

504, Trividh Chambers

Opp. Fire Station,

Ring Road, Surat-395 002

NOTES

1. The Ministry of Corporate Affairs (MCA) vide its general circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as MCA Circulars) and circulars No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated 12 May 2020, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated January 15, 2021, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 and subsequent circulars issued by the Securities and Exchange Board of India (SEBI) in this regard (collectively referred to as SEBI Circulars) has permitted the holding of the EGM through VC /OAVM, without the physical presence of the members at a common venue till further orders. In compliance with the provisions of the Act, Listing Regulations, MCA Circulars and SEBI circulars, the EGM of the Company is being held through VC / OAVM. The members can attend and participate in the EGM through VC/OAVM. The detailed procedure for participating in the meeting through VC/ OAVM forms part of these notes. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the EGM.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e, Sumeet Industries Limited , 504, Trividh Chamber, Opp. Fire Brigade , Ring Road , Surat-395002 which shall be deemed to be the venue of the meeting
7. Members who have questions or seeking clarifications on the Agenda item as contained in this Notice are requested to send e-mail to the Company on

corporate@sumeetindustries.com on or before 5.00 p.m. on Thursday, August, 20, 2026 to enable the Company to compile and provide replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process.

8. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business items are as set out above is annexed hereto.
9. All documents referred to in the Notice shall be made available for inspection at the Registered Office of the Company up to the date of Extra-Ordinary General Meeting from 11 :00 A.M to 1 :00 P.M except Saturday, Sunday and Public Holidays. The said documents shall also be available for inspection by the Members and the same may be accessed on the website of the Company www.sumeetindustries.com
10. In accordance with the aforesaid MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to the members whose email addresses are registered with the Company or relevant Depositories
11. The Register of Members of the Company shall remain closed from Tuesday, August 18, 2026 to Monday, August 24, 2026 (both days inclusive)
12. Members holding shares of the Company are requested to update and notify immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their respective Depositories to update it .

Voting through electronic mode:

1. In compliance with the provisions of Section 108 of the Act and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 (including any statutory modification(s), clarification(s), exemption(s), reenactment(s) or substitution(s) thereof for the time being force), Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to its members to cast their right to vote electronically from the place other than venue of the EGM (“remote e-voting”) and Remote E-voting during the EGM using an electronic voting system provided by the RTA for all the members of the Company to enable them to cast their vote electronically, on the business items set forth in the notice of the EGM and the business may be transacted through such remote e-voting. For voting electronically, the process and manner for generating/receiving the password and cast vote(s) in a secure manner, instructions are provided in the process for e-voting forming part of this notice.
2. The facility of e-voting during the EGM will be available only to the members who have not casted their vote through remote e-voting during the E-voting period. Members who have casts their vote by remote e-voting prior to EGM may participate in the EGM through VC/ OAVM but shall not be entitled to cast their vote again.
3. The voting on the proposals contained the Notice of EGM will be conducted as under:

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

- i. The voting period begins on Friday, 21st August, 2026 at 9.00 A.M. IST and ends on Sunday, 23rd August, 2026 at 5.00 P.M. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of Monday, 17.08.2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and

	you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

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

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

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

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

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

4. Procedure for joining the AGM/EGM through VC/ OAVM:

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

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

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

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:

Item No. 1

The Company allotted 2,80,00,000 Optionally Convertible Redeemable Preference Share (“**OCRPS**”) of Rs. 10/- (Rupees Ten only) aggregating up to Rs. 28,00,00,000/- (Rupees Twenty Eight Crore only) on 11th day of December, 2024 in compliance with the NCLT approved Resolution Plan dated 16-07-2024 (“**Resolution Plan**”). In accordance with the Resolution Plan, the OCRPS may be redeemed within 700 days from the NCLT order of approval of resolution plan date at a redemption premium 0.01%, at the option of the Company. However, in case the OCRPS not redeemed by the Company, then such preference shareholders have a right to convert the said OCRPS into Equity Shares at the conversion price defined as per SEBI formula applicable at that time. Further, the tenure of 700 days from the NCLT order of approval of resolution plan date expired on June 17, 2026.

The Board of Directors of the Company (“**Board**”) at its Meeting held on Wednesday, July 29, 2026, subject to necessary approval(s), has approved the preferential issue of up to 84,31,195 Equity Shares of face value of ₹ 2/- (Rupees Two only) each upon conversion of 2,80,00,000 OCRPS at the Conversion Price of Rs. 33.21/- each for non-consideration (“**Equity Shares**”) to Non-Promoter allottees (“**Proposed Allottees**”) in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013.

The approval of the members of the Company is accordingly being sought by way of a ‘*Special Resolution*’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company issued 2,80,00,000 OCRPS of face value of Rs. 10/- each to its then Financial Creditors (herein the Proposed Allottees) aggregating to amount of Rs. 28,00,00,000/- in compliance with the Resolution Plan. The instant proposed issue of Equity Shares is being undertaken upon the conversion of the OCRPS, hence, no form of consideration is involved.

II. Monitoring of Utilization of Funds

Since the issue size for the issue of Equity Shares does not exceed ₹100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue, and allot up to 84,31,195 Equity Shares of Rs. 2/- (Rupees Two only) each, on a preferential basis to the Non-Promoter allottees on non-consideration basis.

IV. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the Offer

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

V. The Shareholding Pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an **Annexure A** forming part of this Notice.

VI. Proposed time frame within which the Preferential Issue shall be completed

As required under the Regulation 170 of SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (Fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

The Company has not made any preferential allotment during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s)

Sr. No.	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1	Bank of Baroda	Non Promoter	NA
2	Central Bank of India	Non Promoter	
3	Canara Bank	Non Promoter	
4	Union Bank of India	Non Promoter	
5	IDBI Bank	Non Promoter	
6	Oldenburgische Landesbank AG (with which Bremer Kredibank AG, formerly known as KBC Bank Deutschland AG, merged)	Non Promoter	

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue

Sr. No.	Name of the Proposed Allottees	Pre-Shareholding Structure		Issue of Equity Shares	Post Issue Shareholding structure	
		No. of Equity shares	%		No. of shares	%
1.	Bank of Baroda	0	0	48,11,683	48,11,683	0.684
2.	Central Bank of India	0	0	4,34,146	4,34,146	0.062
3.	Canara Bank	0	0	2,82,114	2,82,114	0.040
4.	Union Bank of India	0	0	4,27,642	4,27,642	0.061
5.	IDBI Bank	0	0	23,28,455	23,28,455	0.331
6.	Oldenburgische Landesbank AG (with which Bremer Kredibank AG, formerly known as KBC Bank Deutschland AG, merged)	0	0	1,47,155	1,47,155	0.021

X. Change in control and change in the Management, if any, in the issuer consequent to the preferential issue

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company.

XI. Lock-in Period

- (a) The Equity Shares allotted shall be locked-in for such period as may be specified under Chapter V of the SEBI (ICDR) Regulations.
- (b) There are no pre-preferential Equity shares held by the proposed allottees.

XII. Relevant Date

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date has been reckoned as Friday, July 24, 2026*, for the purpose of computation of issue price.

**Note: The 30th day falls on 25th July 2026, Saturday, in accordance, with the Explanation to Reg 164(1), where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.*

XIII. Basis or justification for the price (including premium, if any) on which the price has been arrived at

The Equity Shares of the Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the “**Stock Exchanges**”). The Equity Shares are frequently traded and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a conversion price of Rs. 33.21/- per Equity Share which is more than the higher of the following:

- a. the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange is Rs. 29.98/- (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or
- b. the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange is Rs. 33.21/- (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date".

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares. A certificate has been obtained from M/s. DEEDWANIA A & Co. , Practicing Company Secretary (Membership Number FCS: 10366, COP: 13588.) certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI (ICDR) Regulation.

Further, the issue shall not result in a change in the control of the management or results in allotment of more than 5% of the post issue fully diluted share capital of the issuer of an allottee or allottees in concert, hence, the Company is not required to obtain the Valuation Report from an Independent Registered Valuer in accordance with Regulation 166A of SEBI (ICDR) Regulations, 2018.

Company also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

XIV. Principal terms of assets charged as securities

Not Applicable

XV. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer

Not Applicable

XVI. Amount which the Company intends to raise by way of such securities

The instant proposed issue is only conversion of OCRPS into Equity Shares on non-consideration basis.

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

The allotment is proposed to be made to the proposed allottees belonging to the Non-Promoter category.

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

Not Applicable, since none of the Promoter or Director and the issuer are a Willful Defaulter or Fraudulent Borrower.

XIX. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of Allottees	Pre Issue Category	Post Issue Category
Bank of Baroda	Non Promoter	Non Promoter
Canara Bank	Non Promoter	Non Promoter
Central Bank of India	Non Promoter	Non Promoter
IDBI Bank Limited	Non Promoter	Non Promoter
Union Bank of India	Non Promoter	Non Promoter
Oldenburgische Landesbank AG (with which Bremer Kredibank AG, formerly known as KBC Bank Deutschland AG, merged)	Non Promoter	Non Promoter

XX. Practicing Company Secretary's Certificate:

The certificate from DEEDWANIA A & Co. , Practicing Company Secretary (Membership Number FCS: 10366, COP: 13588.) , certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website : www.sumeetindustries.com

XXI. Undertakings:

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of Equity Shares and lock-in extensions, required pursuant to Regulations 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. However, the Company undertakes to re-compute the price of the equity shares issued on preferential basis in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

- The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them.
- The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolution set out at Item No. 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.1 in the accompanying notice for approval by the Members.

None of the other Directors or Key Managerial Personnel (KMP) and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Annexure A

Category	Pre-issue Shareholding		Issue of Equity Shares	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
A. Promoter/Promoter Group Holding					
(1) Indian					
(a) Individuals & HUF	22,42,50,965	32.28		22,42,50,965	31.89
(b) Bodies Corporate	24,85,50,000	35.78		24,85,50,000	35.35
Sub Total (A1)					
(2) Foreign Promoters	0			0	
Sub Total (A2)	47,28,00,965	68.06		47,28,00,965	67.24
Total Promoter shareholding A=A1 +A2					
B. Public Holding					
1) Public	15,85,85,755	22.83		15,85,85,755	22.56
2) Body Corporate	3,25,21,514	4.68		3,25,21,514	4.62
3) Institutional Investors	11,59,700	0.16	84,31,195	95,90,895	1.36
4) Central Govt./Stat Govt./POI					
5) Non-Institutional Investors	3,12,475	0.04		3,12,475	0.04
6) Others (Including HUF, LLP, IEPF & NRI)	2,93,69,488	4.23		2,93,69,488	4.18
Total Public Shareholding B= B1+B2+B3+B4+B5+B6	22,19,48,932	31.94		23,03,80,127	32.76
C) Non-Promoter – Non-Public	0	0	0	0 0	0
Grand Total (A+B+C)	69,47,49,897	100.00	84,31,195	70,31,81,092	100.00

Note- The OCRPS were allotted to the Proposed Allottees (all being Financial Institutions), now being converted into Equity Shares in Non-Promoter category.
