SARVESHWAR FOODS LIMITED

CIN: L15312JK2004PLC002444
Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001
E-mail : cs@sarveshwarrice.com Website : www.sarveshwarfoods.com Contact No. : 01923-220962

Ref no.: …………….. **Date: ……………..**

Date: September 25, 2026

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400051
NSE Symbol: SARVESHWAR

Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy
Towers, Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 543688

Dear Sir / Ma'am,

Sub: Corrigendum to the Notice of Annual General Meeting dated September,05, 2026.

Ref: Intimation of Notice of Annual General Meeting on September, 30, 2026.

This has reference to the Notice of Annual General Meeting ("AGM Notice") of the Company dated September 05, 2026, which was already emailed to all the shareholders of the Company on September 08, 2026. A corrigendum is being issued to inform the shareholders of the Company regarding Changes in Item No 6. and Explanatory Statement of the same as per National Stock Exchange of India and BSE Limited letters. Moreover, there was a typographical error in the name of one of the Beneficiary Owner in the notice which has been rectified and detailed corrigendum is enclosed herewith.

Except as detailed in the attached corrigendum, all other terms and contents of the AGM Notice shall remain unchanged. This corrigendum will also be available on the website of the Company www.sarveshwarfoods.com. You are requested to kindly take the same on your records.

Thanking You,
Yours faithfully,
For *Sarveshwar Foods Limited*

SADHVI SHARMA Digitally signed by SADHVI SHARMA

Sadhvi Sharma
Company Secretary & Compliance Officer
Encl: a/a

Ref no.: …………….. **Date: ……………..**

Corrigendum to the notice of the 22nd Annual General Meeting ("AGM") of the members of Sarveshwar Foods Limited ("the Company") which is scheduled to be held on Wednesday, the 30th September, 2026 at 12:00 noon at Country Inn & Suites, by Radisson, Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J&K - 180004.

Sarveshwar Foods Limited ("the Company") has issued a Notice of 22nd Annual General Meeting ("AGM") dated 5th September, 2026 for convening the 22nd AGM of the members of the Company, which is scheduled to be held on Wednesday, the 30th September,2026 at 12:00 noon at Country Inn & Suites, by Radisson, Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J&K -180004. The AGM Notice has been dispatched to the members of the Company on 8th September, 2026, in due compliance with the provisions of the Companies Act, 2013.

Pursuant to the requirements of Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed applications for obtaining in-principle approval of the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively the "Stock Exchanges") for the proposed preferential issue of convertible warrants as detailed in Item No. 6 in the AGM Notice along with the explanatory statement thereto. The National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and vide their respective letters dated 15th September, 2026 and 17th September, 2026 respectively, have asked the Company to provide certain clarifications/ information in respect of the Preferential Issue, by way of a corrigendum to the AGM Notice.

Accordingly, this corrigendum ("**Corrigendum**") is being issued in continuation to the AGM Notice together with the explanatory statement thereof and this Corrigendum shall be deemed to be an integral part of the AGM Notice. Pursuant to this Corrigendum, the members of the Company are hereby informed and requested to note the following:

For better clarity and understanding, Item No. 6 of the AGM notice and Explanatory Statement for Item No. 6 of the AGM Notice shall be replaced and read in the manner set out below:

6. **PREFERENTIAL ALLOTMENT OF UPTO 22,25,00,000 (TWENTY -TWO CRORE TWENTY-FIVE LAKH) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP AND NON-PROMOTER PUBLIC CATEGORY:**

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 22,25,00,000 (Twenty-Two Crore Twenty-Five Lakh) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter, Public Category', of face value of Re.1/- (Rupee One Only) each fully paid up Equity share, for cash, at an issue price of Rs. 3.80/- (Rupees Three and Eighty Paise only) per warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 84,55,00,000/- (Rupees Eighty-Four Crores Fifty-Five Lakh only) on such further terms and conditions as may be finalized, to the below mentioned persons ("Proposed Allottees"). The Company has already obtained PANs of the proposed Allottee.

S. No.	Name of the Proposed Allottees	Category	Maximum Number of Warrants to be allotted (Quantity)
		Promoter and Promoter Group	
1.	Rohit Gupta	Promoter	8,00,00,000
		Public	
2.	Krishan Goyal	Non-Promoter (Public)	50,00,000
3.	Dipesh Mittal	Non-Promoter (Public)	50,00,000
4.	Tripta	Non-Promoter (Public)	25,00,000
5.	Nitin Goel	Non-Promoter (Public)	50,00,000
6.	Sushila Devi	Non-Promoter (Public)	50,00,000

Ref no.: …………….. **Date: ……………..**

7.	Sheetal Bindal	Non-Promoter (Public)	50,00,000
8.	Sachin Kumar Mittal	Non-Promoter (Public)	25,00,000
9.	Rattan Mittal	Non-Promoter (Public)	50,00,000
10.	Nitin Jain	Non-Promoter (Public)	50,00,000
11.	Sachin Kumar	Non-Promoter (Public)	25,00,000
12.	Sandeep Mittal & Sons (HUF)	Non-Promoter (Public)	50,00,000
13.	Salasar Capital Invesco	Non-Promoter (Public)	1,50,00,000
14.	Nagendra Chauhan	Non-Promoter (Public)	25,00,000
15.	Vaishali Sharma	Non-Promoter (Public)	25,00,000
16.	Lalit Gupta	Non-Promoter (Public)	25,00,000
17.	PMC Fincorp Limited	Non-Promoter (Public)	3,00,00,000
18.	Bridge India Fund	Non-Promoter (Public)	4,25,00,000
		Total	**22,25,00,000**

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the warrants proposed to be allotted to the above mentioned allottees is August 31, 2026 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on September 30, 2026).

RESOLVED FURTHER THAT the aforesaid issue of warrants shall be subject to the following terms and conditions:

a) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the right of option of conversion of Warrants into equity shares.

b) **The pre-preferential shareholding of the proposed allottees,** Warrants, being allotted to the Proposed Allottee(s) 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 SEBI ICDR Regulations.

c) The Warrants 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, 2018;

d) Allotment shall only be made in dematerialized form;

e) The allotment of Warrants is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;

f) The Equity Shares to be allotted upon exercise of the Warrants shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of right of option of conversion of such Warrants shall be paid to the Company from the respective bank account of the Proposed Allottee(s).

h) In the event the Warrant Holder(s) do not exercise their right for conversion of Warrants into equity shares within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

i) The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.

j) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

k) The issue and allotment of Warrants 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.

RESOLVED FURTHER THAT the Equity Shares to be allotted upon exercise of the Warrants shall rank *pari-passu* in all respects including as to dividend, other corporate benefits if any, with the existing fully paid-up Equity Shares of Re.1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO.

Item No. 6:

The Special Resolution contained in Item No. 6 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 and Chapter V of the SEBI ICDR Regulation,2018 , to issue and allot up to 22,25,00,000 (Twenty-Two crore Twenty-Five Lakh) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant on preferential basis, at an issue price of Rs. 3.80/- aggregating to Rs.84,55,00,000/- (Rupees Eighty-Four Crores Fifty-Five Lakh only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter, Public Category' as per the details disclosed in respective resolutions. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on September 05, 2026.

The approval of the members is accordingly being sought by way of passing 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 for Item No. 6 of the Notice.

Ref no.: …………….. **Date: ……………..**

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

I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price.

The Board of Directors at its meeting held on September 05, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 22,25,00,000 (Twenty-Two Crores and Twenty- Five Lakhs Only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the persons belonging to "Promoter and Promoter group" and "Non-Promoter", Public Category", at an issue price of Rs. 3.80/- (Three Rupees and Eighty Paise), for an aggregate amount of up to Rs. 84,55,00,000 (Rupees Eighty – Four Crores and Fifty- Five Lakhs Only), for cash on preferential basis.

II. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:

The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. To meet the Working Capital Requirements; and
2. General Corporate Purposes.

(collectively, referred to hereinafter as the **"Objects")**

Utilization of Gross Proceeds

The Company intends to utilize the Gross Proceeds from the proposed Preferential Issue towards the following objects:

1. Working Capital Requirements: For usage towards the working capital needs as part of maintaining or running the operating activities of the Company.
2. General Corporate Purposes: Up to 25% (Twenty Five Percent) of the Issue Proceeds may be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board or its Committee thereof from time to time, and/or any other general purposes in accordance with applicable laws.

Ref no.: …………….. **Date: ……………..**

S.no	Particulars of Usage	Total estimated amount to be utilized (₹ in lakhs) *	Percentage (%)
1.	Meeting Working Capital Requirements	7,200 Lakhs	85.16
2.	General Corporate Purpose	1,255 Lakhs	14.84
	Total	**8,455 Lakhs**	**100.00**

**considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Schedule of Implementation and Deployment of Funds:

As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2026-27, 2027-28 and 2028-2029.

Interim use of Gross Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to and will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board.

Though the requirement stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and appointment of a SEBI registered Credit Rating Agency as monitoring agency for monitoring the use of proceeds of such issues is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Promoters of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S.NO.	Proposed Allottees	Category	No of Warrants
1.	***Rohit Gupta***	***Promoter***	***8,00,00,000***

Except Mr. Rohit Gupta, None of the promoters, directors or Key Managerial Personnel of the issuer have any intention of subscribing the offer.

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

Ref no.: …………….. **Date: ……………..**

Category	**Pre-Issue Structure**	**Shareholding**	**Warrants to be allotted**	**Post Issue Shareholding (Presuming full conversion of Warrants) ***	
	No. of shares	%		No. of shares	% *
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	50,33,72,465	40.87	8,00,00,000	58,33,72,465	40.12
b) Any Other Director or Directors Relatives	-	-	-	-	-
Sub Total (A)(1)	50,33,72,465	40.87	-	58,33,72,465	40.12
2)Foreign Promoters	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	50,33,72,465	40.87	-	58,33,72,465	40.12
B) Public Shareholding					
B1) Institutional Investors	32,62,064	0.26	4,25,00,000	4,57,62,064	03.15
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					

Ref no.: …………….. **Date: ……………..**

Individuals	67,53,94,708	54.84	5,00,00,000	72,53,94,708	49.88
Body Corporate	3,06,17,831	2.49	3,00,00,000	6,06,17,831	4.17
Others (Including NRI, Clearing Members, HUF)	1,89,79,401	1.54	2,00,00,000	3,89,79,401	2.68
Total Public Shareholding B=B1+B2+ B3	72,82,54,004	59.13	14,25,00,000	87,07,54,004	59.88
C) Non-Promoter - Non-Public	-	-	-	-	-
Grand Total (A+B+C)	**1,23,16,26,469**	**100**	**22,25,00,000**	**1,45,41,26,469**	**100**

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty-Six Thousand Four Hundred Sixty -Nine only) divided into 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty-Six Thousand Four Hundred Sixty -Nine only) Equity Shares of Re. 1/- (Rupee One Only) each.*

Notes:
(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. September 04, 2026.
(2) Post shareholding structure may change depending upon any other corporate action in between.
*(3) *The above post issue shareholding pattern is presented, assuming full conversion of all the Warrants into equivalent number of equity shares of the Company.*
*(4) *Dilution arising from the exercise of ESOPs has not been considered in determining the Post Issue Paid-up Capital calculated above. The ESOP Policy of the Company is subject to Shareholders Approval in the Annual General Meeting to be held on 30th September,2026. Further, no Employee Stock Options have been granted, exercised or converted into equity shares, and no securities have been issued or allotted pursuant to any ESOP scheme of the Company. Accordingly, there is no dilution arising from ESOPs that has been considered in the computation of the Post Issue Paid-up Capital at this stage*

V. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. 30th September, 2026 provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

VII. 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):

S. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owner
1.	Rohit Gupta	Individual	Not Applicable (Note 1)
2.	Krishan Goyal	Individual	Not Applicable (Note 1)
3.	Dipesh Mittal	Individual	Not Applicable (Note 1)
4.	Tripta	Individual	Not Applicable (Note 1)
5.	Nitin Goel	Individual	Not Applicable (Note 1)
6.	Sushila Devi	Individual	Not Applicable (Note 1)
7.	Sheetal Bindal	Individual	Not Applicable (Note 1)
8.	Sachin Kumar Mittal	Individual	Not Applicable (Note 1)
9.	Rattan Mittal	Individual	Not Applicable (Note 1)
10.	Nitin Jain	Individual	Not Applicable (Note 1)
11.	Sachin Kumar	Individual	Not Applicable (Note 1)
12.	Sandeep Mittal & Sons (HUF)	HUF	Mr. Sandeep Mittal
13.	Salasar Capital Invesco	Partnership Firm	Ms. Ruchi Mittal Mr. Ghanshyam Das Goyal
14.	Nagendra Chauhan	Individual	Not Applicable (Note 1)
15.	Vaishali Sharma	Individual	Not Applicable (Note 1)
16.	Lalit Gupta	Individual	Not Applicable (Note 1)
17.	PMC Fincorp Limited	Public Listed Company	Not Applicable (Note 2)

Ref no.: …………….. Date: ……………..

18.	Bridge India Fund	FPI	Thomas Karsten Beute

(Note 1) being allottee is a natural person
(Note 2) being allottee is a listed entity

VIII. The percentage of post preferential issue capital that may be held by the allottee (s) and change in control, if any, in the issuer consequent to the preferential issue

Name	Pre-Issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	% of		No. of shares	%*
Rohit Gupta	50,30,37,872	40.84	8,00,00,000	58,30,37,872	40.10
Krishan Goyal	0	0	50,00,000	50,00,000	0.34
Dipesh Mittal	0	0	50,00,000	50,00,000	0.34
Tripta	0	0	25,00,000	25,00,000	0.17
Nitin Goel	0	0	50,00,000	50,00,000	0.34
Sushila Devi	0	0	50,00,000	50,00,000	0.34
Sheetal Bindal	0	0	50,00,000	50,00,000	0.34
Sachin Kumar Mittal	0	0	25,00,000	25,00,000	0.17
Rattan Mittal	0	0	50,00,000	50,00,000	0.34
Nitin Jain	0	0	50,00,000	50,00,000	0.34

Ref no.: …………….. **Date: ……………..**

Sachin Kumar	0	0	25,00,000	25,00,000	0.17
Sandeep Mittal & Sons (HUF)	0	0	50,00,000	50,00,000	0.34
Salasar Capital Invesco	0	0	1,50,00,000	1,50,00,000	1.03
Nagendra Chauhan	445500	0.04	25,00,000	29,45,500	0.20
Vaishali Sharma	0	0	25,00,000	25,00,000	0.17
Lalit Gupta	0	0	25,00,000	25,00,000	0.17
PMC Fincorp Limited	0	0	3,00,00,000	3,00,00,000	2.06
Bridge India Fund	0	0	4,25,00,000	4,25,00,000	2.92

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty-Six Thousand Four Hundred Sixty -Nine only) divided into 1,45,41,26,469 (One Forty- Five Crore Forty- One Lakh Twenty-Six Thousand Four Hundred Sixty -Nine only) Equity Shares of Re. 1/- (Rupee One Only) each.*

**The above post issue shareholding pattern is presented, assuming full conversion of all the Warrants into equivalent number of equity shares of the Company.*

**Dilution arising from the exercise of ESOPs has not been considered in determining the Post Issue Paid-up Capital calculated above. The ESOP Policy of the Company is subject to Shareholders Approval in the Annual General Meeting to be held on 30th September,2026. Further, no Employee Stock Options have been granted, exercised or converted into equity shares, and no securities have been issued or allotted pursuant to any ESOP scheme of the Company. Accordingly, there is no dilution arising from ESOPs that has been considered in the computation of the Post Issue Paid-up Capital at this stage*

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.

IX. **Amount which the company intends to raise by way of such securities;** Aggregate amount of up to Rs.84,55,00,000 (Rupees Eighty-four Crores and Fifty-Five Lakhs Only.

X. **Name and address of valuer who performed valuation**; CA RV Parushana Chhaje, TREU VALUATION SERVICES PRIVATE LIMITED, REGISTERED VALUERS' ENTITY (IBBI/RV-E/02/2023/181), 2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank, Canada Corner, Nashik – 422 005, Maharashtra, India.

XI. **Principal terms of Assets charged as securities**: Not Applicable

XII. **Material terms of raising such securities**. The same has been disclosed in the respective resolution.

XIII. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**: Not Applicable

XIV. **Evaluation for consideration other than cash**: Not Applicable

XV. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**: An aggregate amount up to Rs.30.40 crore is proposed to be contributed by Mr. Rohit Gupta, Promoter of the Company as part of the Preferential Issue.

XVI. **Lock-in Period:**

(a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations

(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XVII. **Issue price and Relevant Date:**

In terms of Regulations of SEBI (ICDR) Regulations, 2018 the relevant Date has been reckoned as August 31,2026, for the purpose of Computation of issue price of warrants.

A) **Basis on which the price has been arrived at, justification for the price (including premium, if any);**

CIN: L15312JK2004PLC002444
Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001
E-mail : cs@sarveshwarrice.com Website : www.sarveshwarfoods.com Contact No. : 01923-220962

Ref no.: …………….. **Date: ……………..**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. National stock exchange of India Limited (NSE) being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher.**

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 3.69/- each.

B) The Company is proposing to allot more than 5% of the post-issue capital. Pursuant to Regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue which may result in a change in control or allotment of more than 5% of the post-issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer, and the same shall be considered for determining the issue price and also pursuant to Clause 74(1)(vi) of Articles of Association of the Company the Company is required to provide the valuation report.

Therefore, the Company is required to provide the valuation report as per Articles of Association and Regulation 166A of SEBI ICDR Regulations and valuation report has been obtained from **CA RV Parushana Chhaje TREU VALUATION SERVICES PRIVATE LIMITED, REGISTERED VALUERS' ENTITY (IBBI/RV-E/02/2023/181), 2nd Floor, Shree Gurudeo Tower, Above Shirpur Co-op Bank, Canada Corner, Nashik – 422 005, Maharashtra, India**.

The Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 3.80/- (Three Rupees and Eighty Paise only) as per the valuation report submitted by the said Registered Valuer. The said report is available on the website of the Company at https://sarveshwarfoods.com/investor.asp?id=15.

XVIII. Undertakings:

- 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 issued by Reserve Bank of India.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company hereby undertakes that it shall recompute the price of the convertible warrants specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 where it is required to do so. The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- 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.

XIX. **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:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower or fugitive economic offender.

XX. **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter and class or classes of persons to whom the allotment is proposed to be made:**

Name of the allottees	Current Status	Post Status
Rohit Gupta	Promoter	Promoter
Krishan Goyal	Non-promoter, Public	Non-promoter, Public
Dipesh Mittal	Non-promoter, Public	Non-promoter, Public
Tripta	Non-promoter, Public	Non-promoter, Public
Nitin Goel	Non-promoter, Public	Non-promoter, Public

Sushila Devi	Non-promoter, Public	Non-promoter, Public
Sheetal Bindal	Non-promoter, Public	Non-promoter, Public
Sachin Kumar Mittal	Non-promoter, Public	Non-promoter, Public
Rattan Mittal	Non-promoter, Public	Non-promoter, Public
Nitin Jain	Non-promoter, Public	Non-promoter, Public
Sachin Kumar	Non-promoter, Public	Non-promoter, Public
Sandeep Mittal & Sons (HUF)	Non-promoter, Public	Non-promoter, Public
Salasar Capital Invesco	Non-promoter, Public	Non-promoter, Public
Nagendra Chauhan	Non-promoter, Public	Non-promoter, Public
Vaishali Sharma	Non-promoter, Public	Non-promoter, Public
Lalit Gupta	Non-promoter, Public	Non-promoter, Public
PMC Fincorp Limited	Non-promoter, Public	Non-promoter, Public
Bridge India Fund	Non-promoter, Public	Non-promoter, Public

XXI. Practicing Company Secretary's Certificate:

The certificate from CS Dharmendra Bhaliya COP: 26448, Practicing Company Secretaries, certifying that the preferential issue of Warrants 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 may be accessed on the Company's website at the link: https://sarveshwarfoods.com/investor.asp?id=15

XXII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Ref no.: …………….. **Date: ……………..**

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.6 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 6 of this notice for the issue of Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

By order of Borad
Sarveshwar Foods Limited

SADHVI SHARMA Digitally signed by SADHVI SHARMA

Sadhvi Sharma
Company Secretary and Compliance officer

Date: 25-09-2026