



SAMPANN UTPADAN INDIA LIMITED

(FORMERLY KNOWN AS S E POWER LTD)

CIN NO. L40106GJ2010PLC091880

Date: 02/09/2025

The Manager
Department of Corporate Relationship
BSE Limited
25 P.J. Towers, Dalal Street, Mumbai-400001
Ref.: Scrip Code: 534598

The Asstt. Vice President
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai-400051
Scrip Symbol: SAMPANN

Sub: Submission of Annual Report for the Financial Year 2024-25 and Notice of 15th Annual General Meeting of the Company under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Sir/Madam,

This is to inform that the 15th Annual General Meeting ("AGM") of the Members of the Company will be held on **Saturday, September 27, 2025 at 01:00 P.M.** (1ST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has fixed **Saturday, September 20, 2025, as the "Cut-off Date"** for the purpose of determining the members eligible to vote through remote e-voting on the resolutions set out in the Notice of the AGM or to attend the AGM and cast their vote thereat.

Register of Members and Share Transfer Books of the Company shall remain closed from September 21, 2025, to September 27, 2025 (both days inclusive) for the purpose of the 15th AGM of the Company for the Financial Year ended March 31, 2025.

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, Annual Report for the Financial Year 2024-25, including the Notice of 15th Annual General Meeting, being sent to the Members through electronic mode, is enclosed herewith and also available on the Company's website at www.suil.in

Please take the same on record and acknowledge.

For Sampann Utpadan India Limited
(Formerly Known as S.E. Power Limited)

Saurabh Agrawal
(Company Secretary)
Encl. As above

Copy to:

1. National Securities Depository Ltd.
2. Central Depository Services (India) Ltd.
3. Alankit Assignments Limited

SAMPANN UTPADAN INDIA LIMITED

Notice Of **15th**



**Fifteen Annual General Meeting scheduled to be
held on Saturday, September 27, 2025 at 01:00 PM (IST)
Through Video Conferencing (VC)/ Other
Audio-Visual Means (OAVM)**

NOTICE OF THE 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Sampann Utpadan India Limited (Formerly Known as S. E. Power Limited) will be held on Saturday, September 27, 2025, at 01:00 P.M., through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1 ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

In this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2 APPOINTMENT OF MR. SANJEETKUMAR GOURISHANKAR RATH (DIN: 08140999) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

In this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjeetkumar Gourishankar Rath (DIN: 08140999), who retires by rotation at this meeting and being eligible, offers himself for re-appointment and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3 APPOINTMENT OF MR. ANANT KUMAR (DIN: 10509656) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on July 23, 2025 and pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or reenactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Annat Kumar (DIN: 10509656), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director under Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and in respect of whom a notice in writing pursuant to Section 160 of the Act, as amended, has been received by the Company in the prescribed manner, be and is hereby appointed as an Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from July 23, 2025 to July 22, 2030.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

4 **RE-APPOINTMENT OF MR. ASHOK JOLLY (DIN: 08751182) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT under the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or reenactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Ashok Jolly (DIN: 08751182), who was appointed as an Independent Director of the Company at the 10th Annual General Meeting of the Company for a period of Five years, i.e., from July 28, 2020 to July 27, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from July 28, 2025 to July 27, 2030 (both days inclusive)."

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI LODR Regulations, approval of the Members of the Company be and is hereby also granted for continuation of Directorship of Mr. Ashok Jolly (DIN: 08751182) as an Independent Director, notwithstanding that he will attain the age of 75 years on January 05, 2026.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in its absolute discretion, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5 **RE-APPOINTMENT OF MR. PRAMOD AGRAWAL (DIN: 08862101) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT under the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or reenactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Pramod Agrawal (DIN: 08862101), who was appointed as an Independent Director of the Company at the 10th Annual General Meeting of the Company for a period of Five years, i.e., from September 04, 2020 to September 03, 2025, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from September 04, 2025 to September 03, 2030 (both days inclusive)."

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in its absolute discretion, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. APPROVAL FOR REVISION IN THE REMUNERATION OF MR. AANJANAYAE AGARWAL BEING RELATED PARTY, HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 188 (1)(f) and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee in the meeting held on August 22, 2025, approval of the shareholders be and is hereby accorded to the revised terms of appointment (remuneration) of Mr. Aanjanayae Agarwal, holding office or place of profit, as Chief Development Officer (CDO) of the Company, as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding ₹ 5,00,000/- (Rupees Five Lakh only) per month with effect from April 01, 2025 plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect a change in designation and responsibilities of the persons holding office or place of profit within the maximum limit of remuneration as approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do, all such acts, matters, deeds and things, settle any queries/difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effects to this resolution and for matters connected herewith or incidental there to in the best interest of the Company."

7. REVISION IN THE TERMS OF APPOINTMENT OF MR. SACHIN AGARWAL, MANAGING DIRECTOR.

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

"RESOLVED THAT in partial modification of the resolution previously passed by the shareholders through postal ballot on May 4, 2023 and pursuant to the provisions of Regulation 17(6)(e) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded to the revised terms of appointment (remuneration) of Mr. Sachin Agarwal (DIN 00007047), Managing Director of the Company to the extent and in such manner as stated in the explanatory statement attached hereto and subject to the maximum remuneration not exceeding ₹ 10,00,000/- (Rupees Ten Lakh only) per month with effect from April 1, 2025, till March 31, 2028.

FURTHER RESOLVED THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during any financial year, the remuneration comprising salary only as approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee be paid as minimum remuneration to the Managing Director.

FURTHER RESOLVED THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and /or revise the remuneration of Mr. Sachin Agarwal as Managing Director, within limits permissible under the Companies Act, 2013 and Schedule V of the Companies Act, 2013 and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

8. APPOINTMENT OF M/S. SATISH JADON & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS AND TO FIX THEIR REMUNERATION.

In this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including circulars issued thereunder and in accordance with the provisions of Section 204 of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors M/s Satish Jadon & Associates., Practicing Company Secretaries, Peer Review No. 1028/2020, who being eligible for appointment as Secretarial Auditors, be and are hereby appointed as Secretarial Auditors of the Company for a continuous period of 5 (five years) effective from the conclusion of ensuing 15th Annual General Meeting till the conclusion of 20th Annual General Meeting to be held in the year 2030 on such terms and conditions, including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors, as per recommendation of the Audit Committee and in consultation with the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Secretarial Auditors and other permissible assignments, if any, in line with the relevant, prevailing statutory/ regulatory provisions including their terms of appointment as per the provisions of applicable law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable or expedient to give effect to this resolution."

Place: New Delhi
Date: August 22, 2025

By Order of the Board of
Sampann Utpadan India Limited
(Formerly Known as S. E. Power Limited)
Sd/
CS Saurabh Agrawal
Membership No. A32635

NOTES

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Act") in respect of the Ordinary and Special Businesses specified above is annexed hereto
2. In accordance with the provisions of the Act, read with the Rules made thereunder and updated General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs ("MCA"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI ('the Circulars'), companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM") upto 30th September 2025, without the physical presence of members at a common venue. Accordingly, AGM of the Company is being held through VC/OAVM, and a video recording and transcript of the same shall be made available on the website of the Company. National Securities Depository Limited ("NSDL") will be providing a facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM, and e-Voting during the AGM.
3. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast a vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting. Further, the attendance slip, including the route map, is not annexed to this Notice.
4. The company is convening the 15th Annual General Meeting (AGM) through VC / OAVM, and no physical presence of members, directors, auditors, and other eligible persons shall be required for this Annual General Meeting.
5. Items mentioned in this AGM Notice are considered unavoidable and form part of this Notice. Further, a statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, forms a part of this Notice.
6. As required under regulation 36(3) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") for Item(s) No. 2, 3, 4,5, and 8 are annexed as **Annexure-1** to this notice.
7. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM, and hence the Proxy Form and Attendance Slip are not annexed hereto. However, Corporate Members are entitled to appoint authorised representatives to attend the AGM via VC/OAVM, participate, and cast their votes through e-voting.
8. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Sunday, September 21, 2025, to Saturday, September 27, 2025, both days inclusive.
9. The Company has fixed Saturday, September 20, 2025, as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on the Cut-Off Date shall be entitled to vote on the resolutions set forth in this Notice.

DISPATCH OF NOTICE OF AGM AND ANNUAL REPORT THROUGH ELECTRONIC MODE:

10. In terms of Sections 101 and 136 of the Companies Act, 2013 (the "Act") read with the rules made thereunder, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and in terms of MCA circular dated December 28, 2022 and SEBI circular dated January 5, 2023, the listed companies may send the notice of AGM and the Annual Report, including financial statements, Boards' Report, etc. by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, the Notice of the 15th AGM, along with the Annual Report for the financial year ended March 31, 2025, is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report will be sent to those Members who have not registered their email address. If any Member is interested in obtaining a physical copy of the Annual Report for FY 2024-25, they may send a request to the Company at cs@suil.in. the Notice of the 15th AGM and Annual Report for financial year ended March 31, 2025 will also be available on the Company's website at www.suil.in website of the Stock Exchanges i.e., BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com
11. In this notice, the term member(s) or shareholder(s) are used interchangeably.
12. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@suil.in or to Registrar and Transfer Agent of the Company, M/s Alankit Assignments Limited at ramap@alankit.com.
 - b. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

PROCEDURE FOR E-VOTING AT THE AGM:

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (collectively referred as "electronic voting") to its members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating VC and electronic voting, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the AGM, will be provided by NSDL.
14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, September 20, 2025.
15. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e Saturday, September 20, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company's Registrar and Transfer Agent, M/s Alankit Assignments Limited (RTA).
16. A person, whose name is recorded in the register of members or the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting on the day of AGM.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted to reckon the quorum under Section 103 of the Companies Act, 2013.
18. The remote e-voting period begins on Wednesday, September 24, 2025, at 9:00 A.M. and ends on Friday, September 26, 2025, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

19. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

- Step 1** : Access to the NSDL e-voting system
Step 2 : Cast your vote electronically on NSDL e-voting system.

Step 1 : Access to NSDL e-voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 respective website.

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

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

- B.** Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

iv. Your User ID details are given below :

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

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

- a.** If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b.** If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c.** How to retrieve your 'initial password'?
 - i.** If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii.** If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.

vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a.** Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b.** “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c.** If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address.
- d.** Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

viii. Now, you will have to click on “Login” button.

ix. After you click on the “Login” button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.**How to cast your vote electronically on NSDL e-voting system?**

- i. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and who's voting cycle.
- ii. Select "**EVEN**" of Company Sampann Utpadan India Limited, which is 135846 for which you wish to cast your vote during the remote e-voting period.
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

20. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

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

21. General Guidelines for shareholders

- i. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.suil@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled after five unsuccessful attempts to enter the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

22. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM link" placed under the "Join General Meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in the Shareholder/Member login, where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid a last-minute rush.
23. The Members can join the AGM 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 AGM through VC/OAVM is having a capacity to allow participation at least 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 AGM without restriction on account of first come first served basis.
24. Members are encouraged to join the Meeting through Laptops for better experience.
25. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. Members are requested to note that Participants Connecting from Mobile Devices or Tablets or through a Laptop connecting via a Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any aforesaid glitches.
27. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, and mobile number to cs@suil.in. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.
28. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to cs@suil.in on or before September 24 2025 mentioning their name, DP ID Client ID/Folio no., e-mail ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably, depending on the availability of time at the meeting.

PROCEDURE FOR e-VOTING ON THE DAY OF AGM:

29. The procedure for e-Voting on the day of the EGM/AGM is the same as the instructions mentioned above for remote e-voting.
30. Only those Members/ shareholders who will be present in the EGM/AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the EGM/AGM.
31. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

32. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

33. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
34. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@suil.in
35. Members seeking any information about the accounts or any matter to be placed at the AGM are requested to write to the Company at least seven working days through email on cs@suil.in. The same will be replied to by the Company suitably.

SCRUTINISER FOR ANNUAL GENERAL MEETING:

36. The Board of Directors has appointed Mr. Satish Kumar Jadon, Practicing Company Secretary (FCS No. 9512), as the Scrutiniser for the e-voting process and voting at the venue of the Annual General Meeting fairly and transparently.
37. The Scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and make, not later than 2 (Two) days from the conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Company, who shall countersign the same.
38. The results declared along with the Scrutiniser's report shall be placed on the Company's website www.suil.in and the website of NSDL <https://evoting.nsdl.co.in> and shall also be communicated to the Stock Exchanges.
39. The Resolutions shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Saturday, September 27, 2025.

Process for those shareholders whose email IDs are not registered with the depositories for procuring a user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

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

OTHER INFORMATION:

- 40.** Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 41.** Further, as an on-going measure to enhance ease of dealing in security markets by investors Securities and Exchange Board of India (SEBI) vide its circular having reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request:
- i. Issue of duplicate securities certificate;
 - ii. Claim from Unclaimed Suspense Account;
 - iii. Renewal / Exchange of securities certificate;
 - iv. Endorsement;
 - v. Sub-division/ Splitting of securities certificate;
 - vi. Consolidation of securities certificates/folios;
 - vii. Transmission; and
 - viii. Transposition
- 42.** Pursuant to SEBI circulars, the Company has sent communication to the members holding shares in physical form requesting them to furnish the required details.
- 43.** Members holding shares in physical mode are:
- a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company/ RTA, as mandated by SEBI, by writing to the Company at cs@suil.in or to RTA at ramap@alankit.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
 - b) pursuant to section 72 of the Companies Act, 2013, are advised to file a nomination in the prescribed Form SH- 13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the Members may don't hesitate to get in touch with their respective Depository Participants
- 44.** Members holding shares in electronic mode are:
- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering the nomination.
- 45.** Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

EXPLANATORY STATEMENT

Pursuant to provisions of Section 102 of the Companies Act, 2013

Item No. 3

Appointment of Mr. Anant Kumar (DIN 10509656) as Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, appointed Mr. Anant Kumar as an Additional Independent Director of the Company with effect from July 23, 2025.

Considering his expertise and knowledge, the Board believes that the appointment of Mr. Anant Kumar as an Independent Director of the Company will be in the interest of the Company. Hence, it recommends the appointment of Mr. Anant Kumar as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of the Board's approval, i.e., July 23, 2025, to July 22, 2030.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within 3 (three) months from the date of appointment, whichever is earlier.

Mr. Anant Kumar is not disqualified for being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as an Independent Director of the Company. The Company has received a requisite notice in writing from the member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Anant Kumar for the office of Non-Executive Independent Director of the Company.

Details of Mr. Anant Kumar are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. Therefore, the Board commends the resolution as set out in item no. 3 of the accompanying notice for the approval of the Members to appoint Mr. Anant Kumar as an Independent Director of the Company for a term of 5 (five) consecutive years from July 23, 2025, to July 22, 2030.

Except Mr. Anant Kumar and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 4

Re-appointment of Mr. Ashok Jolly (DIN: 08751182) as a Non-Executive Independent Director:

Based on the recommendation of the NRC, the Board re-appointed Mr. Ashok Jolly as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from July 28, 2025, to July 27, 2030 (both days inclusive), subject to approval of the Members.

Mr. Jolly has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a director. In the opinion of the Board, Mr. Jolly is a person of integrity, possesses relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI LODR for re-appointment as an Independent Director, and he is independent of the management. The profile and specific areas of expertise of Mr. Jolly are provided as Annexure to this Notice. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Jolly on the Board of the Company. Accordingly, the Board recommends his re-appointment as an Independent Director as proposed.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless the members approve it by passing a special resolution to that effect. Mr. Jolly will reach the age of 75 years on January 05, 2026, and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

Except for Mr. Ashok Jolly and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5**Re-appointment of Mr. Pramod Agrawal (DIN: 08862101) as a Non-Executive Independent Director:**

Based on the recommendation of the NRC, the Board re-appointed Mr. Pramod Agrawal as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from September 04, 2025, to September 03, 2030 (both days inclusive), subject to approval of the Members.

Mr. Agarwal has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Agarwal is a person of integrity, possesses relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI LODR for re-appointment as an Independent Director, and he is independent of the management. The profile and specific areas of expertise of Mr. Pramod Agrawal are provided as Annexure to this Notice. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Pramod Agrawal on the Board of the Company. Accordingly, the Board recommends his re-appointment as an Independent Director as proposed.

Except for Mr. Pramod Agrawal and/or his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6**Approval for a revision in the remuneration of Mr. Aanjanayae Agarwal being related party, and holding an office or place of profit in the company.**

The provisions of section 188(1) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which govern the Related Party Transactions, require the Company to obtain prior approval of the Audit Committee and/ or Board of Directors. Further, in certain cases, approval of the shareholders is also required. Accordingly, for revision in the remuneration of Mr. Aanjanayae Agarwal being a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as he is the Son of Mr. Sachin Agarwal, Managing Director and Promoter of the Company and pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- requires prior approval by way of ordinary resolution of the Company. In view of the such provisions of the Act and rules made thereunder and that monthly remuneration of Mr. Aanjanayae Agarwal would be in excess of Rs. 2,50,000/- per month, hence approval of Members is sought for revision in payment of remuneration to him by the Company as proposed in the resolution under this item no. 6 of the Notice of the AGM.

Mr. Aanjanayae Agarwal was appointed as Chief Development Officer of the Company (CDO) w.e.f. January 02, 2024 in the Company.

The Nomination and Remuneration Committee, Audit Committee, and the Board of Directors have, at their respective meetings held on August 22, 2025, subject to the approval of the members of the Company, accorded their approvals for revision in the payment remuneration to Mr. Aanjanayae Agarwal:

1. Up to Rs. 5,00,000/- Per Month (Rupees Five Lakh Per Month) as may be decided by the Board, from time to time, on the recommendation of the Nomination and Remuneration Committee;
2. Period- For April 1, 2025, to March 31, 2028;

3. For the Current Financial Year, effective from April 1, 2025, is Rs. 3,00,000/- Per Month (Rupees Three Lakh Per Month).
4. Reimbursement of all the expenses incurred for the business purposes of the Company.

The Details of salary and other terms and conditions of salary payable from the Company are given below: The requisite disclosures required under the applicable provisions of the Companies Act, 2013, are as follows:

Name of the Related Party: Mr. Aanjanayae Agarwal

Name of Directors or Key Managerial Personnel who are related: Mr. Sachin Agarwal, Managing Director & Promoter

Nature of Relationship: Mr. Aanjanayae Agarwal, promoter of the Company, is the Son of Mr. Sachin Agarwal, Managing Director.

Material terms of the contract/arrangement / transactions: As mentioned in this explanatory statement.

Monetary value and period of approval: As mentioned in this explanatory statement.

Profile of Mr. Aanjanayae Agarwal- Chief Development Officer of the Company (CDO)

Mr Aanjanayae Agarwal holds a Masters Degree in Entrepreneurship from the University of Warwick, UK. He is a young and dynamic professional with experience in the Finance Sector and Market operations. He possesses in-depth knowledge of customer communication, sales technique, financing, and negotiation. He also has experience in formulating Digital Market Strategy and conducting financial analyses to assess the company's performance and identify areas for improvement.

The Board recommends the resolution set out at Item No. 6 to be passed as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof, except Mr. Sachin Agarwal (Managing Director & Promoter), and relative of Mr. Sachin Agarwal are concerned or interested financially or otherwise in the resolution at Item no. 6 of this notice.

Item No. 7

Revision in the terms of appointment of Mr. Sachin Agarwal, Managing Director

The Members of the Company, through Postal Ballot dated May 4, 2023, had appointed Mr. Sachin Agarwal as Managing Director of the Company effective from June 28, 2023, for a period of five years up to June 27, 2028. Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. During the financial year ended March 31, 2025, the Company had inadequate profit and therefore the remuneration paid/accrued to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. The Nomination and Remuneration Committee and the Board of Directors have, at their respective meeting held on August 22, 2025, subject to the approval of the members of the Company, accorded their approvals for payment of the following remuneration to Mr. Sachin Agarwal:

- i. Upto Rs. 10,00,000/- Per Month (Rupees Ten Lakh Per Month) as may be decided by the Board on recommendation of Nomination and Remuneration Committee;
- ii. Period- For April 1, 2025, to March 31, 2028;
- iii. For the Current Financial Year, effective from April 1, 2025, is Rs. 5,00,000/- Per Month (Rupees Five Lakh Per Month).
- iv. Reimbursement of all the expenses incurred for the business purposes of the Company.

Approval of the Members is sought by way of a Special Resolution under Section 197 read with Schedule V of the Companies Act, 2013, as amended, for the payment of remuneration to Mr. Sachin Agarwal for their valuable time and contributions made to the Company.

It has been further provided in Regulation 17 (6) (e) of SEBI LODR Regulations that the fees or compensation payable to executive directors who are promoters or members of the promoter group shall be subject to the approval of the shareholders by special resolution in a general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity;

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

As the proposed remuneration of Mr. Sachin Agarwal as Managing Director of the Company is likely to exceed the above thresholds, the matter requires approval of the Shareholders of the Company by way of Special Resolution.

It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company should be for a period not exceeding three years, i.e., from April 1, 2025, to March 31, 2028.

Save and except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sachin Agarwal and his relatives is/are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding in the Company, if any.

Item No. 8

Appointment of M/S. Satish Jadon & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for A Term of 5 (Five) Years and to fix Their Remuneration.

Pursuant to the provisions of Section 204 of the Act and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), every listed company is required to undertake a secretarial audit. It shall annex with its Board Report a secretarial audit report given by a peer-reviewed company secretary in practice in the prescribed format.

Pursuant to the amended Regulation 24A of the Listing Regulations notified by SEBI on December 12, 2024 ('SEBI Implementation Circular'), effective from April 1, 2025, a listed company, on the recommendation of the board of directors, shall appoint or re-appoint, with the approval of its Members in its Annual General Meeting:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

Further, SEBI vide its circular no. SEBI/HO/CFD/ CFDPoD-2 /CIR/P/2024/185 dated December 31, 2024, read with Regulation 24A of the Listing Regulations, have inter alia, prescribed the terms and conditions, including eligibility, qualifications, and disqualifications, with respect to the appointment/re-appointment of Secretarial Auditor by the listed company.

After evaluating and considering various factors and in fulfilment of the eligibility criteria and qualification prescribed under the Listing Regulations and SEBI Implementation Circular, the Audit Committee and the Board of Directors of the Company at their respective meetings held on July 23, 2025 approved and recommended to the Members of the Company, the passing of necessary resolution at the ensuing 15th AGM of the Company for the appointment of M/s. Sathish Jadon & Associates, Practicing Company Secretaries, Peer Review No. 1028/2020 as Secretarial Auditor of the Company from the conclusion of 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company to conduct Secretarial Audit of the Company for a term of 5 (five) consecutive financial years ending March 31, 2026, March 31, 2027, March 31, 2028, March 31, 2029 and March 31, 2030.

Board recommends the resolution as mentioned at item no. 8 above for approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and/or their relatives is in any way interested or concerned financially or otherwise, in the resolution set out in the Notice.

ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT VIDE
NOTICE DATED AUGUST 22, 2025.
THE DETAILS OF DIRECTORS IN ACCORDANCE WITH THE SECRETARIAL STANDARDS
("SS-2") AND REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015 ARE AS UNDER:

1. Mr. Sanjeetkumar Gourishankar Rath

Name of Director	Sanjeet Kumar Gourishankar Rath
DIN	08140999
Date of Birth	April 4, 1985
Age	Aged about 40 Years
Qualification	Degree of Bachelor of Engineering
Expertise in Specific Functional Areas / Experience	His areas of expertise include designing, developing, installing, managing, and maintaining equipment which are used to monitor and control engineering systems, machinery, and processes.
Designation (at which appointment to be made)	Executive Director
Shareholding in the Company as on the date of this Notice	Nil
Remuneration last drawn	Rs. 2,46,000/- P.M.
Number of meetings of the Board attended during the financial year (2023-24)	Five
List of Other companies in which Directorship on the Date of this Notice	Shubham Electrochem Limited
Chairman / Member of the Committee of the Board across all other public companies of which he is a director as on the date of this Notice	Nil
Relationship between Directors inter-se	No Relationship with other Directors

2. Mr. Anant Kumar

Name of Director	Mr. Anant Kumar
DIN	10509656
Date of Birth	June 30, 1963
Age	Aged about 62 Years
Qualification	Graduated in Civil Engineering from the University of Roorkee (Now IIT Roorkee)
Expertise in Specific Functional Areas / Experience	Mr. Anant Kumar has experience of more than 37 years in designing, executing, and managing mega building projects, supervising contractor enlistment, and coordinating staff transfers and postings, while staying up-to-date with new technologies and industry best practices. He was the former SDGCPWD/ E-in-C, PWD (Delhi). He is also on the arbitration panel of various Companies.
Designation (at which appointment to be made)	Non-Executive Independent Director
Shareholding in the Company as on the date of this Notice	Nil
Remuneration last drawn	Nil
Number of meetings of the Board attended during the financial year (2024-25)	Nil
List of Other Companies/LLP in which Directorship on the Date of this Notice	Nil
Chairman / Member of the Committee of the Board across all other Listed/Public companies of which he is a director as on the date of this Notice	Nil
Relationship between Directors inter-se	No Relationship with other Directors
Remuneration proposed to be paid	Nil

3. Mr. Ashok Jolly

Name of Director	Mr. Ashok Jolly
DIN	08751182
Date of Birth	January 05, 1951
Age	Aged about 74 Years
Qualification	Fellow Member of the Institute of Cost Accountants of India
Expertise in Specific Functional Areas / Experience	Key areas of his expertise include financial Management, including budgetary control, cost accounting, and internal audit. He is a fellow member of the Institute of Cost and Management.
Designation (at which appointment to be made)	Non-Executive Independent Director
Shareholding in the Company as on the date of this Notice	NIL
Remuneration last drawn	NIL
Number of meetings of the Board attended during the financial year (2024-25)	Five
List of Other Companies in which Directorship on the Date of this Notice	1. Samast Vikas Limited
Chairman / Member of the Committee of the Board across all other Listed/Public companies of which he is a director as on the date of this Notice	Samast Vikas Limited 1. Chairman and Member of Audit Committee) 2. Member of Nomination and Remuneration Committee)
Relationship between Directors inter-se	No Relationship with other Directors
Remuneration proposed to be paid	Nil

4. Mr. Pramod Agarwal

Name of Director	Mr. Pramod Agarwal
DIN	08862101
Date of Birth	April 2, 1969
Age	Aged about 56 Years
Qualification	B.Com (H), LL.B, and Fellow Member of the Institute of Cost Accountants of India
Expertise in Specific Functional Areas / Experience	Mr. Pramod Agrawal is a practicing professional and member of the Institute of Cost and Management with extensive experience in Taxation, Cost Management, Financial Accounting, Project Finance, and Corporate Law.
Designation (at which appointment to be made)	Non-Executive Independent Director
Shareholding in the Company as on the date of this Notice	NIL
Remuneration last drawn	NIL
Number of meetings of the Board attended during the financial year (2024-25)	Four
List of Other Companies in which Directorship on the Date of this Notice	1. Samast Vikas Limited 2. Shubham Electrochem Limited
Chairman / Member of the Committee of the Board across all other Listed/Public companies of which he is a director as on the date of this Notice	Samast Vikas Limited 1. Chairman and Member of Nomination and Remuneration Committee
Relationship between Directors inter-se	No Relationship with other Directors
Remuneration proposed to be paid	Nil

ANNEXURE- 2 TO THE NOTICE DATED AUGUST 22, 2025
THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN
SCHEDULE V OF THE COMPANIES ACT, 2013

General Information:			
(a) Nature of industry	The company is engaged in power generation through wind energy and Rubber reclamation from waste tyres.		
(b) Date or expected date of commencement of commercial production.	Power Generation- 30th September, 2010* Rubber Reclamation - March 26, 2014		
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
(d) Financial performance	During the year 2024-25, the Company's sales increased to Rs. 9263.63 Lakhs for the current year as against 7145.33 Lakhs in the previous year, an increase of 29.15%. However, due to a challenging business environment for the reclaim rubber industry and an increase in operational costs, the Company reported an inadequate Profit of Rs. 398.55 Lakhs during the financial year 2024-25.		
(e) Foreign investments or collaborators, if any	The Company does not have any collaboration. Foreign shareholding as on March 31, 2025 as under:		
	Category	No. of Shares	%
	FII/FPI	49,40,889	12.17
	NRI	2,02,920	0.50
	Foreign body corporate	43,33,790	9.79
Information about the Managing Director		Mr. Sachin Agarwal (Managing Director)	
a) Background details	Mr. Sachin Agarwal, aged about 50 Years, holds a graduate Degree in Commerce with honors and a Master of Business Administration in Marketing. His experience has given him deep insight into the art of Marketing and Management. His key responsibilities include providing leadership in establishing, planning, and prioritizing initiatives, as well as communicating the strategic direction of these initiatives and brand development to the customer base, as outlined in the annual and ongoing business plan.		
b) Past remuneration			
	Financial Year	Amount Rs. in Lakh	
	2022-23	30.00	
	2023-24	30.00	
	2024-25	30.00	
c) Recognition or awards	NIL		
d) Job profile and his suitability	Mr. Sachin Agarwal, Managing Director of the Company, has been looking after the overall affairs and operations of the Company under the guidance, supervision, and control of the Board of Directors. He is involved in policy planning, vision and strategy, and long-term development activities of the Company.		
e) Remuneration proposed	As mention in item No. 7 under Special Business.		

f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, the proposed remuneration is Commensurate with Industry standards and remuneration drawn by the managerial personnel held in similarly sized and similarly positioned businesses.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with	Mr. Sachin Agarwal is a promoter shareholder who holds 12.50 % of shares of the Company and will receive remuneration in the capacity of Managing Director. Mr. Aanjanayae Agarwal, the Chief Development Officer of the Company, is the Relative (Son) of Mr. Sachin Agarwal. Further, Mr. Sachin Agarwal also holds the 42,00,000 Convertible Warrants.
Other information	
(a) Reasons of loss or in adequate profits	The Company is currently facing losses or inadequate profit due to a challenging business environment and an increase in key raw material prices, as the reclaimed rubber market primarily thrives on creating new products from disposed consumer goods. The company is also facing stiff competition from Virgin Rubber Products, particularly in terms of processing costs and the unfavorable environmental conditions that hinder the generation of power through wind.
(b) Step taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that are expected to result in improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase revenue, and has put in place measures to reduce costs and improve the bottom line.
(c) Expected increase in productivity and profits in measurable terms	The Management of the Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.