



Date : 05-09-2025

**To,
The Manager,
Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code – [544158]
Equity ISIN INE0R6Z01013**

**The General Manager,
Department of Corporate Services
The National Stock Exchange of India Limited
Plot No. C/ 1, G Block, Bandra Kurla complex,
Bandra, Mumbai – 400 051
NSE Scrip code – [SRM]**

Subject: Notice of the 17th Annual General Meeting of SRM Contractors Limited for FY 2024-25

Dear Sir/Madam,

In compliance with provisions of Companies Act 2013 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith, Notice along with Explanatory Statement of the 17th Annual General Meeting of the Company to be held on Monday, 29th September, 2025 at 1.00 P.M. through Video Conferencing / Other Audio Visual Means. The said Notice forms part of the Annual Report FY 2024-25.

Kindly take the same on records.

Yours faithfully,

For SRM Contractors Limited

**Arun Mathur
Company Secretary and Compliance Officer
M.no. 36848**

Encl.: As above

SRM CONTRACTORS LIMITED

(Formerly known as 'SRM CONTRACTORS PRIVATE LIMITED')

CIN: U45400JK2008PLC002933

Regd. Office: Sector-3, Near BJP Head Office, Trikuta Nagar, Jammu-180012

Telefax: 0191 2472729. Email: srmcontractors@gmail.com;

GSTIN: 01AAMCS4397M1ZT



NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

NOTICE is hereby given that **17th Annual General Meeting (“AGM”)** of the Members of the Company will be held on: **Monday, 29th September, 2025 at 1.00 P.M.** through **Video Conferencing / Other Audio Visual Means (“VC”/ “OAVM”)**, to transact the business, as set out in the Notice of the Annual General Meeting. Members can attend and participate in the AGM through VC / OAVM facility only by following the instructions provided in the Notice of AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Report of the Auditors thereon and other reports.
2. To appoint director in place of Mr. Puneet Pal Singh (DIN:09740051), Whole-time Director of the Company who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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 section 152 of the Companies Act, 2013, Mr. Puneet Pal Singh (DIN:09740051), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company.”

SPECIAL BUSINESS

3. TO MAKE ALTERATION IN THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Articles of

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Association of the Company and such other approvals, consents, permissions and sanctions as may be required from the appropriate authorities, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by amending the following Articles:

- Existing **Article 101(a)** be substituted with the following new Article:

"101(a) Subject to the provisions of the Act, the Board may appoint a Chairperson of the Company, and such Chairperson may or may not be the Managing Director of the Company. The roles of the Chairperson and the Managing Director may be assigned to the same individual or to different individuals, as may be decided by the Board from time to time."

- Existing **Article 104(e)(iii)** be substituted with the following new Article:

"104(e)(iii) The Board shall have the authority to designate any of its members, including but not limited to the Managing Director, as the Chairperson of the Company, subject to the provisions of the Act and these Articles. The Chairperson and Managing Director may be distinct persons."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), and the Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, and to carry out any modifications or amendments as may be required by any regulatory/statutory authority."

4. TO APPROVE THE CHANGE IN DESIGNATION OF MR. SANJAY MEHTA (DIN:02274498) FROM MANAGING DIRECTOR TO NON- EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to change the designation of **Mr. Sanjay Mehta (DIN: 02274498)** from **Managing Director** to **Non-Executive Director** of the Company, with effect from 1st October 2025, while continuing as a Director on the Board of the Company, liable to retire by rotation.

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RESOLVED FURTHER THAT the change in designation is being effected in view of the growing international business operations of the Company and its strategic expansion plans in the GCC and African markets, which Mr. Sanjay Mehta will continue to lead, though in a non-executive capacity at the Board level.

RESOLVED FURTHER THAT Mr. Sanjay Mehta shall provide valuable strategic guidance, international leadership support and long-term vision for the Company and its subsidiaries as a Non-Executive Director.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to issue appointment letters, make necessary filings with the Registrar of Companies, stock exchanges and other statutory authorities, and do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

5. TO APPROVE THE CHANGE IN DESIGNATION OF MR. PUNEET PAL SINGH (DIN: 09740051) FROM WHOLE-TIME DIRECTOR TO MANAGING DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Rules made thereunder, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable laws, including the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the shareholders be and is hereby accorded to change the designation of **Mr. Puneet Pal Singh (DIN: 09740051)** from **Whole-Time Director** to **Managing Director** of SRM Contractors Limited, for a period of **5 (five) years** with effect from 1st October 2025.

RESOLVED FURTHER THAT Mr. Puneet Pal Singh shall be entrusted with substantial powers of management and shall oversee the overall operational and executive affairs of the Company, subject to the supervision and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

6. APPOINTMENT OF MR. SANJAY MEHTA (DIN:02274498) AS GROUP CHAIRMAN OF THE COMPANY AND ITS GROUP COMPANIES

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, including Sections 152 and 196 and other applicable provisions, if any, read with the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the appointment of Mr. Sanjay Mehta (DIN: 02274498) as the Group Chairman of SRM Contractors Limited and its group companies, with effect from 1st October 2025, to oversee the strategic direction, governance, and business alignment of the group entities, including domestic and international operations.

RESOLVED FURTHER THAT the designation of Group Chairman shall be in a non-executive capacity and shall reflect Mr. Sanjay Mehta’s leadership position at the group level across all companies within the SRM group structure.

RESOLVED FURTHER THAT this designation shall not be treated as a Key Managerial Personnel (KMP) role under Section 2(51) read with Section 203 of the Companies Act, 2013, unless Mr. Sanjay Mehta is separately appointed as such by the Company.

RESOLVED FURTHER THAT Mr. Sanjay Mehta shall be entitled to such honorarium, sitting fees, or benefits, as may be determined by the Board or its Nomination and Remuneration Committee, subject to applicable legal limits and shareholder approvals, where required.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby severally authorized to issue appointment letters, make necessary filings with the Registrar of Companies, stock exchanges, and other regulatory authorities, and do all such acts, deeds, and things as may be necessary to give effect to this resolution.

7. TO RATIFY THE APPOINTMENT OF M/S ROHIT KC JAIN & CO AS STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S SATYENDRA MRINAL & ASSOCIATES, CHARTERED ACCOUNTANTS.

To consider and, if thought fit, to pass with or without modification(s), the following **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139(8), 142 of the companies act, 2013 read with the companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the

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members be and is hereby accorded to ratify the appointment of M/s Rohit KC Jain & Co. (Chartered Accountants), (Firm Registration Number: 020422N), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Satyendra Mrinal & Associates, Chartered Accountants (FRN: 017068N) for the period from 9th July, 2025, until the conclusion of 17th Annual General Meeting of the Company, at such remuneration, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

8. TO APPOINT M/S ROHIT KC JAIN & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following **ordinary resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, M/s Rohit KC Jain & Co. (Chartered Accountants), (Firm Registration Number: 020422N) be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of five consecutive years from the conclusion of the 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company, at such remuneration, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

9. TO APPOINT M/S D.K PANDOH & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS THE SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION:

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 204 of the Companies Act, 2013, and Regulation 24A of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactments(s) thereof for the time being in force, M/s DK Pandoh & Associates, Practicing Company Secretaries (COP No.-2647)), be and is hereby appointed as the Secretarial Auditors of the company, for a term of Five consecutive years from **FY 2025-26 till FY 2029-30** commencing from conclusion of **17th AGM till 22nd AGM** at such remuneration as may be determined by the Board of Directors of the company (including its committee thereof as may be authorised in this regard).

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RESOLVED FURTHER THAT the Board of Directors of the company (including any committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. APPOINTMENT OF MR. ANKUR VERMA (DIN:10911587) AS THE DIRECTOR OF COMPANY

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the board of directors, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Ankur Verma (DIN: 10911587) as an Executive Director of the Company with effect from the date of this Annual General Meeting, who shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine the terms and conditions of appointment, remuneration and other benefits of **Mr. Ankur Verma (DIN:10911587)** as Executive Director o, in accordance with the provisions of companies act, 2013 and as per the rules and policies of the company, including any amendments thereto from time to time”.

11. APPOINTMENT OF MR. INDER JEET KUMAR (DIN:10228553) AS THE INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulations 16(1)(b), 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and sboard of directors **Mr. Inder Jeet Kumar (DIN: 10228553)** be and is hereby appointed as an

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Independent Director of the Company for a term of 5 consecutive years commencing from **FY 2025-26 till FY 2029-30** not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including filing of requisite e-forms with the Registrar of Companies and intimations to the stock exchanges.”

12. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR OF THE COMPANY FOR FINANCIAL YEAR ENDING 31ST MARCH, 2026

To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules , 2014 (including any statutory modifications or re-enactments thereof , for the time being in force) , the payment of remuneration of Rs 1,00,000 per annum applicable and out of pocket expenses incurred in connection with the audit to M/s Verma Khushwinder & Co, Cost Accountants(Registration No.000469) appointed by Board of Directors of the Company to conduct the audit of cost records of the company for the financial year ending on 31st March ,2026 be and is hereby ratified .

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

13. INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the Extra – Ordinary General Meeting of the Company held on 3rd April, 2023, and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board”) to borrow any sum(s) of money, from time to time, including by way of issuance of debentures/bonds (including FCCBs), at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such

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terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of ₹1000 Crore (Rupees Thousand Crore Only) over and above the aggregate of the paid-up share capital, free reserves and securities premium, apart from temporary loan obtained in the ordinary course of the business.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be require and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

14. VARIATION IN THE TERMS OF OBJECTS OF THE PUBLIC ISSUE AND REALLOCATION OF IPO PROCEEDS OF CAPITAL EXPENDITURE TO JOINT VENTURES (JVs)/ ASSOCIATES/ SUBSIDIARIES

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

“**RESOLVED THAT** pursuant to Sections 13 and 27 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines and statutory provisions for the time being in force and subject to such approvals, permissions and sanctions, as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof) to vary the terms of the objects as stated in the Initial Public Offering (“IPO”) prospectus of the Company, filed with the Registrar of Companies and SEBI, by reallocation and utilization of the unutilized IPO proceeds amounting to **₹13.01 crores from Object 2: “Funding of capital expenditures to Object 5: Investments in JVs/ Associates/ Subsidiaries of company”**.”

RESOLVED FURTHER THAT the above variation in utilization of funds is proposed in view of the fact that under Object 2, namely “*Funding capital expenditure requirements for the purchase of equipment/machineries,*” the Company had earmarked ₹31.50 crores, of which ₹13.01 crores remains unutilized as on date. Since the Company does not require any additional equipment or machinery at this stage, it is proposed to reallocate the said unutilized balance to *Object 5: “Investments in JVs/Associates/Subsidiaries of the Company.”*

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RESOLVED FURTHER THAT the reallocated proceeds shall be deployed to fund investment requirements of joint ventures, subsidiaries and associates of the Company, thereby supporting business expansion, strengthening of operations, and growth opportunities, and the Company shall endeavour to utilize the said funds fully by the end of the current financial year, i.e., 31st March, 2026.

RESOLVED FURTHER THAT the aforesaid variation of the objects of the issue shall be effective upon approval of the shareholders by way of a special resolution, passed by the requisite majority of members present and voting at the Annual General Meeting, in accordance with the provisions of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, including filings with statutory and regulatory authorities, disclosures to stock exchanges, amending disclosures in offer documents, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise, to the intent that the Members shall be deemed to have given their approval thereto by the authority of this resolution.”

15. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SRM-RAJINDER PROJECTS (JOINT VENTURE)

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), Sections 2(76) and 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly authorised committee constituted by the Board), and subject to such other necessary approvals as may be required from any authorities under any laws or regulations or guidelines, approval of the members of the Company (“Members”) be and is hereby accorded to enter into and/or continue with existing contract(s)/arrangement(s)/transaction(s) and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **SRM -Rajinder Projects**

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(“JV”), a related party, for execution of works, supply of materials, services, project management and allied transactions, as set out in the explanatory statement, up to **an aggregate value not exceeding ₹992 crore** until the aggregate value approved by shareholders is exhausted, and on such terms and conditions as may be mutually agreed between the Company and the JV, and subject to such arrangements/transactions being carried out at arms’ length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing necessary documents, and to settle any questions, difficulties or doubts that may arise in regard to the said transactions, without being required to seek any further consent or approval of the Members of the Company.”

16. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ECI-SRM PROJECTS (JOINT VENTURE)

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), Sections 2(76) and 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit committee and the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly authorised committee constituted by the Board), and subject to such other necessary approvals as may be required from any authorities under any laws or regulations or guidelines, approval of the members of the Company (“Members”) be and is hereby accorded to enter into and/or continue with existing contract(s)/arrangement(s)/transaction(s) and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with **ECI SRM Projects (“JV”)**, a related party, for execution of works, supply of materials, services, project management and allied transactions, as set out in the explanatory statement, up to an **aggregate value not exceeding ₹249.5 crore** until the aggregate value approved by shareholders is exhausted, and on such terms and conditions as may be mutually agreed between the Company and the JV, and subject to such

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arrangements/transactions being carried out at arm's length and in the ordinary course of business of the Company.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing necessary documents, and to settle any questions, difficulties or doubts that may arise in regard to the said transactions, without being required to seek any further consent or approval of the Members of the Company.”

17. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SRM-RSB PROJECTS (JOINT VENTURE)

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), Sections 2(76) and 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, other applicable provisions of the Companies Act, 2013 along with the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, basis the approval and recommendation of the Audit committee and the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any duly authorised committee constituted by the Board), and subject to such other necessary approvals as may be required from any authorities under any laws or regulations or guidelines, approval of the members of the Company (“Members”) be and is hereby accorded to enter into and/or continue with existing contract(s)/arrangement(s)/transaction(s) and/or execute new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), **with SRM RSB Projects (“JV”), a related party, for execution of works, supply of materials, services, project management** and allied transactions, as set out in the explanatory statement, up to an aggregate **value not exceeding ₹129.5 crore** until the aggregate value approved by shareholders is exhausted, and on such terms and conditions as may be mutually agreed between the Company and the JV, and subject to such arrangements/transactions being carried out at arms’ length and in the ordinary course of business of the Company.”

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing necessary documents, and to settle any questions, difficulties or doubts that may arise in regard to the said transactions, without being required to seek any further consent or approval of the Members of the Company.”

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard 2 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder)

ITEM NO. 3

The Articles of Association of the Company currently provide that the Managing Director shall act as the Chairperson of the Company. Specifically, Article 101(a) and Article 104(e)(iii) restrict the appointment of any other person as Chairperson, except the Managing Director.

In order to provide greater flexibility to the Board of Directors in appointing the Chairperson of the Company, it is proposed to amend the Articles of Association to enable the Board to appoint any person, whether or not the Managing Director, as the Chairperson of the Company. This will allow the Board to take decisions best suited to the needs of the Company and in compliance with applicable laws, including SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed amendments to the Articles of Association are in line with the provisions of the Companies Act, 2013 and do not in any way dilute the powers or responsibilities of the Board or the shareholders.

As per provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this special resolution has been placed before the Members for approval.

A copy of the altered Articles of Association of the Company will be available for inspection at the registered office of the Company during business hours and also available on the Company’s website.

The Board recommends the passing of this resolution as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their office as Director/KMP.

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ITEM NO. 4

Mr. Sanjay Mehta (DIN: 02274498) has been associated with SRM Contractors Limited as its **Managing Director**, and under his visionary leadership, the Company has witnessed robust growth, operational efficiency and expansion in new markets.

Given the Company's future strategic goals, particularly its expansion into **international infrastructure and construction projects**, including intention of setting up of a **wholly owned subsidiary in Abu Dhabi (UAE)**, Mr. Sanjay Mehta has been entrusted with overseeing and leading these international initiatives. His role will primarily involve business development, networking with overseas clients and government authorities, and establishing operations in the GCC and African regions. These responsibilities will require Mr. Sanjay Mehta to be extensively located outside India.

Accordingly, to align with regulatory requirements and corporate governance principles on the recommendation of the Nomination and Remuneration Committee, the Board proposed the resolution set out in this Notice for approval of the members as an Ordinary Resolution to change the designation of Mr. Sanjay Mehta from Managing Director to Non- executive Director of the company.

Mr. Sanjay Mehta shall continue to serve on the Board and play an important role in guiding the overall business and strategic affairs of the Company and therefore will no longer be categorized as a Key Managerial Personnel (KMP) as per Section 2(51) read with Section 203 of the Companies Act, 2013, post such re-designation.

This resolution is being placed before the shareholders for approval at the Annual General Meeting, in accordance with good corporate governance practice and SEBI (LODR) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Sanjay Mehta himself and his immediate family, is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as an **Ordinary Resolution** for approval of the members.

ITEM NO. 5

Mr. Puneet Pal Singh (DIN:09740051) is currently serving as a **Whole-Time Director** of SRM Contractors Limited. In view of the Company's strategic expansion plans and internal leadership restructuring, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed to elevate and re-designate Mr. Puneet Pal Singh as the **Managing Director** of the Company, for a period of 5 years commencing from 1st October, 2025.

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The change in designation is necessitated due to **Mr. Sanjay Mehta (DIN: 02274498)**, who has been serving as the Managing Director, being re-designated as a **Non-Executive Director**, in light of the Company's international growth initiatives. SRM Contractors Limited is intending to establish a **wholly owned subsidiary in the UAE**, and Mr. Sanjay Mehta will be primarily focused on international business development, client relations, and regulatory matters abroad. Given his increasing overseas responsibilities, he will not be involved in the day-to-day management of the Company in India.

In order to ensure effective leadership and continuity of executive management, it is proposed that Mr. Puneet Pal Singh be entrusted with the role of **Managing Director**, with full operational and executive powers, subject to the control and supervision of the Board of Directors.

The appointment of Mr. Puneet Pal Singh as Managing Director is in compliance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013. He satisfies all conditions prescribed for the said appointment and is not disqualified from being appointed as a Director under the Act.

A brief profile of Mr. Puneet Pal Singh and other details as required under Regulation 36(3) of the SEBI (LODR) Regulations and Secretarial Standard-2 are provided in the annexure to the notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Puneet Pal Singh himself, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of this resolution as an **Ordinary Resolution**.

ITEM NO. 6

Mr. Sanjay Mehta (DIN: 02274498) has been serving as the Managing Director of SRM Contractors Limited and has significantly contributed to the growth, diversification, and business expansion of the Company over the years. Under his leadership, SRM has entered new markets and evolved into a dynamic infrastructure player with both national and international focus.

As part of its forward-looking business strategy, the Company is now expanding its presence in the Gulf Cooperation Council (GCC) and African regions and is in the process of establishing a wholly owned subsidiary in Abu Dhabi (UAE). Mr. Sanjay Mehta has been closely involved in driving these global initiatives and shall continue to lead the strategic efforts for the Company at a group level.

Considering the growing scale and complexity of group operations, on the recommendation of the Nomination and Remuneration Committee, the Board proposed the resolution set out in this Notice for approval of the members as an Ordinary Resolution for appointment of Mr. Sanjay Mehta as the Group Chairman of SRM Contractors Limited and its group companies, with effect from 1st October, 2025. The role is envisioned to ensure better strategic oversight, continuity of vision, and stronger integration of business functions across the group.

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This appointment is in a non-executive capacity, and accordingly, the position shall not be considered a Key Managerial Personnel (KMP) role under Section 203 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Sanjay Mehta and his relatives (to the extent of their shareholding, if any), is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as an Ordinary Resolution for approval by the members.

ITEM NO. 7

M/s. Satyendra Mrinal and Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 30th November, 2021 to hold office until the conclusion of the 18th Annual General Meeting. However, they have tendered their resignation vide their letter dated 30th June, 2025 due to pre-occupation with other personal and profession commitments, which has resulted in a **casual vacancy** in the office of Statutory Auditors of the Company.

As per Section 139(8) of the Companies Act, 2013, in the event of such a casual vacancy arising as a result of resignation, the same shall be filled by the Board of Directors within 30 days, and such appointment shall also be approved by the shareholders in a general meeting convened within 3 months of such appointment.

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 9th July, 2025 appointed **M/s. Rohit KC Jain & Co., Chartered Accountants (Firm Registration No. 020422N)**, to fill the casual vacancy and to act as Statutory Auditors of the Company **till the conclusion of the 17th Annual General Meeting**. M/s. Rohit KC Jain & Co. have provided their consent to act as Statutory Auditors of the Company and confirmed that their appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and rules framed thereunder.

Accordingly, the Board recommends the resolution set out at Item **No. 7** of the accompanying Notice for the approval of the shareholders as an Ordinary Resolution.

ITEM NO. 8

Subject to the approval of shareholders for the appointment of **M/s. Rohit KC Jain & Co., Chartered Accountants (FRN: 020422N)** to fill the casual vacancy as stated in Item **No. 7**, the Audit Committee and the Board of Directors have further recommended that the said firm be appointed as the **Statutory Auditors of the Company for a period of five (5) consecutive years**, from FY 2025-26 to 2029-30 commencing from the conclusion of the 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company.

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M/s. Rohit KC Jain & Co. is a reputed Chartered Accountancy firm having experience in audit, assurance, and related professional services across various industries and sectors. The firm has expressed its willingness to be appointed as Statutory Auditors and has provided a certificate confirming that the appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013 and that it is eligible for such appointment under all applicable laws.

The proposed remuneration payable to the Statutory Auditors shall be determined by the Board of Directors in consultation with the Audit Committee and the Auditors, considering the scope of work, industry standards, and other relevant factors.

This resolution also seeks shareholder approval to **ratify** their appointment for the entire tenure of five years, in line with best governance practices, even though ratification is no longer mandatory post the Companies (Amendment) Act, 2017.

The Board recommends the passing of the resolution as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 9

The Board of Directors at its meeting held on 20th May 2025, based on recommendation of Audit committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. has approved the appointment of **M/s DK Pandoh & Associates, Practicing Company Secretaries**, COP no. 2647 as Secretarial Auditors of the company for the term of five consecutive years commencing from 2025-26 to 2029-30, subject to approval of the members.

The appointment of Secretarial Auditors shall be in terms of amended Regulation 24A of SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of section 204 of the act and Rule 9 of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014.

Accordingly, consent of the members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The board recommends the approval of the members for the appointment of Secretarial Auditors and passing of the ordinary resolution set out in item **no. 9** of this notice.

ITEM NO. 10

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee (NRC), proposed the appointment of Mr. Ankur Verma (DIN:10911587) to act as an Executive Director of the

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Company. In terms of the provisions of Section 152(2) , of the Companies Act, 2013, the Board recommends his appointment as an Executive Director, liable to retire by rotation.

The terms and conditions of his appointment, including remuneration and other benefits, shall be determined by the Board in accordance with applicable provisions of the Companies Act, 2013 and rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Ankur Verma (DIN:10911587), is concerned or interested, financially or otherwise, in the resolution set out at Item No.10.

A brief profile of Mr. Ankur Verma and other details as required under Regulation 36(3) of the SEBI (LODR) Regulations and Secretarial Standard-2 are provided in the annexure to the notice.

ITEM NO. 11

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of **Mr. Inder Jeet Kumar (DIN: 10228553)** as an **Independent Director** of the Company for a term of **five consecutive years commencing from FY 2025-26 till FY 2029-30**, not liable to retire by rotation.

Mr. Inder Jeet Kumar has consented to act as a Director of the Company and has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). He has also given a declaration of independence as required under Section 149(7) of the Act.

The Board, after evaluating his qualifications, experience and integrity, is of the view that the appointment of Mr. Inder Jeet Kumar will bring valuable professional expertise, independent judgment and guidance to the Board’s deliberations and will be in the best interest of the Company and its stakeholders.

In terms of Section 149(10) and (11) of the Act, an Independent Director shall hold office for a term of up to five consecutive years and is eligible for reappointment subject to the passing of a special resolution by the members of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and the SEBI LODR Regulations, the appointment of Mr. Inder Jeet Kumar as an Independent Director is now being placed before the members for their approval by way of a Special Resolution.

Board’s Recommendation:

The Board recommends the resolution set out in the Notice for approval of the members as a Special resolution.

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None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Inder Jeet Kumar, is in any way concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 12

The Board of Directors at its meeting held on 20th May, 2025, upon the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2026 as per the following details:

S.no	Name of cost auditor	Industry	Audit Fees
1.	M/s Verma Khushwinder & Co	Construction	1,00,000/-

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2025, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members. None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 13

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, it is crucial for the company to have access to specific funding options and thus it is essential to obtain board and shareholders' approval for increasing the borrowing limit from ₹200 crores to ₹1000 crores.

The board of directors recommends the special resolution as set out in item **no.13** for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item **No. 13**.

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ITEM NO. 14

In the IPO, ₹31.50 crores were allocated under **Object 2: “Funding capital expenditure requirements for the purchase of equipment/machineries.”** As on **date**, a balance of **₹13.01 crores remains unutilized**. Since no additional equipment is now required, this amount cannot be applied for its original purpose.

The Company is, however, pursuing growth opportunities through its **subsidiaries, joint ventures and associates**, which require additional funding. To ensure effective deployment of IPO proceeds, the Board proposes to reallocate the unutilized ₹13.01 crores from **Object 2** to **Object 5: “Investments in JVs/Associates/Subsidiaries of the Company,”** with an intention to utilize the entire amount by **31st March, 2026**.

This variation is in line with the Company’s long-term strategy and is being placed before the Members for approval by way of a **Special Resolution**, as required under **Sections 13 and 27 of the Companies Act, 2013** and **Regulation 162A of the SEBI (ICDR) Regulations, 2018**.

The Board of Directors is of the view that the proposed change in object and utilization of IPO proceeds will contribute positively to the Company's strategic goals and future business prospects.

A copy of the Prospectus, monitoring agency reports, and acquisition documents will be available for inspection by the members at the registered office of the Company during business hours on any working day and will also be made available at the meeting.

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

The Board recommends the resolution set out in the accompanying notice for approval of the shareholders as a **Special Resolution**.

ITEM NO. 15

The Company has been engaged in certain ongoing and proposed transactions with SRM Rajinder Projects JV (“JV”), which is a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). The JV is formed to execute specific infrastructure works, where collaboration enables pooling of technical, financial, and operational resources.

In order to facilitate smooth execution of projects, the Company enters into arrangements with the JV for:

- Execution of civil and allied works for EPC contracts and other infrastructure projects;
- Supply of construction materials, consumables, and equipment;

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- Provision/receipt of services, including project management, engineering support, and site operations; and
- Other incidental transactions necessary for project delivery.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, any related party transaction(s) exceeding the prescribed materiality threshold of 10% of the annual consolidated turnover of the Company require prior shareholder approval. The Audit Committee and the Board of Directors, after considering the business requirements and benefits, have approved entering into and/or continuing such transactions with the JV up to an aggregate value not exceeding ₹992 crore until the approved limit is exhausted.

The transactions will be undertaken at arm's length basis and in the ordinary course of business, ensuring compliance with applicable provisions. The approval will enable the Company to efficiently allocate resources, adhere to project timelines, and leverage the JV's specialised execution capabilities.

The Board recommends the resolution set out in Item No. 15 for approval of the members as Special Resolution.

S. No.	Particulars	Answers
1	Name of the Related Party	SRM Rajinder Projects
2	Name of the Director or KMP who is related, if any	NA
3	Nature of Relationship	Joint Venture
4	Type, material terms and particulars of the contract or arrangement	Contract for execution of works, supply of materials, services, project management and related transactions
5	Value of proposed transaction	₹992 crore
6	Tenure of contract/arrangement	Until the aggregate value approved by shareholders is exhausted.
7	Value of previous transactions (FY 2024-25 or prior, if any)	84,04,91,738
8	Percentage of annual consolidated turnover as per last audited financials	16%
9	Justification for the transaction	To enhance project execution, resource utilization, business synergies, and operational efficiency; ordinary course of business and at arm's length basis
10	Whether the transaction is at arm's length	Yes
11	Nature and extent of interest of directors, KMPs and their relatives, if any	Except to the extent of shareholding in the Company, none of the Directors/KMP/relatives are interested, financially or otherwise
12	Audit Committee approval obtained	Yes
13	Board approval obtained	Yes

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14	Whether the transaction would meet the arm's length standard and ordinary course of business	Yes, at arm's length and in the ordinary course of business
15	Any other relevant information	Detailed terms available for inspection at the registered office and as per shareholder request.
16	Date of Board Meeting approving the transaction	20-05-2025
17	Date of Audit Committee approval	13-05-2025
18	Mode of determination of arm's length pricing	Independent opinion/internal assessment
19	Disclosure of transaction in financial statements	Yes, will be disclosed as per applicable accounting standards
20	Whether required disclosures have been made to the stock exchange	Yes, as per SEBI LODR requirements
21	Summary of key terms (attach if lengthy)	NA
22	Statutory approvals required (if any)	NA

ITEM NO. 16

The Company proposes to enter into/continue contracts with ECI SRM Projects JV ("JV"), which qualifies as a related party in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations. This JV has been established for the purpose of executing infrastructure development works in collaboration, combining the execution strengths of both partners.

The proposed transactions will include:

- Execution of works under various contracts awarded to the JV;
- Supply of construction materials and allied inputs;
- Provision/receipt of services such as design, engineering, supervision, and manpower deployment; and
- Project management and operational coordination.

These arrangements are essential to ensure timely completion of projects and optimal use of available expertise and resources.

As the value of the transactions is expected to exceed the materiality threshold prescribed under Regulation 23(1) of the SEBI LODR Regulations, approval of shareholders is sought in accordance with Regulation 23(4) and Section 188 of the Companies Act, 2013.

The Audit Committee and the Board have considered the scope of the arrangements and approved entering into and/or continuing transactions with the JV up to an aggregate value not exceeding ₹249.5 crore until the approved limit is exhausted.

These transactions will be conducted on an arm's length basis and in the ordinary course of business.

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The Board recommends the resolution set out in Item No. 16 for approval of the members as Special Resolution

S. No.	Particulars	Answers
1	Name of the Related Party	ECI SRM Projects
2	Name of the Director or KMP who is related, if any	NA
3	Nature of Relationship	Joint Venture
4	Type, material terms and particulars of the contract or arrangement	Contract for execution of works, supply of materials, services, project management and related transactions
5	Value of proposed transaction	₹249.5 crore
6	Tenure of contract/arrangement	Until the aggregate value approved by shareholders is exhausted.
7	Value of previous transactions (FY 2024-25 or prior, if any)	16,56,31,043
8	Percentage of annual consolidated turnover as per last audited financials	3%
9	Justification for the transaction	To enhance project execution, resource utilization, business synergies, and operational efficiency; ordinary course of business and at arm's length basis
10	Whether the transaction is at arm's length	Yes
11	Nature and extent of interest of directors, KMPs and their relatives, if any	Except to the extent of shareholding in the Company, none of the Directors/KMP/relatives are interested, financially or otherwise
12	Audit Committee approval obtained	Yes
13	Board approval obtained	Yes
14	Whether the transaction would meet the arm's length standard and ordinary course of business	Yes, at arm's length and in the ordinary course of business
15	Any other relevant information	Detailed terms available for inspection at the registered office and as per shareholder request.
16	Date of Board Meeting approving the transaction	20-05-2025
17	Date of Audit Committee approval	13-05-2025

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18	Mode of determination of arm's length pricing	Independent opinion/internal assessment
19	Disclosure of transaction in financial statements	Yes, will be disclosed as per applicable accounting standards
20	Whether required disclosures have been made to the stock exchange	Yes, as per SEBI LODR requirements
21	Summary of key terms (attach if lengthy)	NA
22	Statutory approvals required (if any)	NA

ITEM NO. 17

The Company has ongoing and proposed business engagements with SRM RCB Projects JV ("JV"), a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations. This JV is engaged in executing specialised infrastructure projects requiring coordinated participation of the Company and its JV partners.

The transactions proposed include:

- Execution of EPC and other infrastructure works;
- Procurement and supply of materials, consumables, and construction inputs;
- Provision/receipt of manpower, technical, and project management services; and
- Other related arrangements necessary for project execution.

These transactions are integral to fulfilling contractual obligations under ongoing and upcoming projects and for harnessing the technical and operational strengths of the JV partners.

In view of the Regulation 23(4) of the SEBI LODR Regulations and the provisions of Section 188 of the Companies Act, 2013, shareholder approval is required as the aggregate value of these transactions will exceed the prescribed materiality thresholds.

The Audit Committee and the Board have approved entering into and/or continuing such transactions with the JV for an aggregate value not exceeding ₹275 crore until the approved limit is exhausted. All such transactions will be undertaken at arm's length basis and in the ordinary course of business.

The Board recommends the resolution set out in Item No. 17 for approval of the members as Special Resolution

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S. No.	Particulars	Answers
1	Name of the Related Party	SRM RSB Projects
2	Name of the Director or KMP who is related, if any	NA
3	Nature of Relationship	Joint Venture
4	Type, material terms and particulars of the contract or arrangement	Contract for execution of works, supply of materials, services, project management and related transactions
5	Value of proposed transaction	₹129.5 crore
6	Tenure of contract/arrangement	Until the aggregate value approved by shareholders is exhausted.
7	Value of previous transactions (FY 2024-25 or prior, if any)	47,40,11,964
8	Percentage of annual consolidated turnover as per last audited financials	9%
9	Justification for the transaction	To enhance project execution, resource utilization, business synergies, and operational efficiency; ordinary course of business and at arm's length basis
10	Whether the transaction is at arm's length	Yes
11	Nature and extent of interest of directors, KMPs and their relatives, if any	Except to the extent of shareholding in the Company, none of the Directors/KMP/relatives are interested, financially or otherwise
12	Audit Committee approval obtained	Yes
13	Board approval obtained	Yes
14	Whether the transaction would meet the arm's length standard and ordinary course of business	Yes, at arm's length and in the ordinary course of business
15	Any other relevant information	Detailed terms available for inspection at the registered office and as per shareholder request.
16	Date of Board Meeting approving the transaction	20-05-2025
17	Date of Audit Committee approval	13-05-2025
18	Mode of determination of arm's length pricing	Independent opinion/internal assessment
19	Disclosure of transaction in financial statements	Yes, will be disclosed as per applicable accounting standards
20	Whether required disclosures have been made to the stock exchange	Yes, as per SEBI LODR requirements

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21	Summary of key terms (attach if lengthy)	NA
22	Statutory approvals required (if any)	NA

By Order Of the Board of Directors
For SRM Contractors Limited

Place: Jammu
Date: 03-09-2025

Sd/-
SANJAY MEHTA
MANAGING DIRECTOR
DIN: 02274498

SRM CONTRACTORS LIMITED

(Formerly known as 'SRM CONTRACTORS PRIVATE LIMITED')

CIN: U45400JK2008PLC002933

Regd. Office: Sector-3, Near BJP Head Office, Trikuta Nagar, Jammu-180012

Telefax: 0191 2472729. Email: srmcontractors@gmail.com;

GSTIN: 01AAMCS4397M1ZT



DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards 2 on General Meetings]

Name of the Director	Mr. Puneet Pal Singh
DIN	09740051
Date of Birth	15-12-1997
Date of first appointment on the Board	30-08-2023
Brief Profile	Mr. Puneet Pal Singh is a young and dynamic director of the company with a background in civil engineering and hands-on experience of 6 years in construction industry. He has been contributing to the strategic planning and operational oversight of SRM Contractors Limited.
Qualification	B. TECH CIVIL ENGINEERING
Experience and Expertise in specific Functional area	Administration and overall management Related functions.
Number of Meetings of the Board attended During the year	16
Names of listed entities in which the personals hold the directorship and the Membership of Committees of the board	Nil
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of The Board in the past three years	Nil
Shareholding in SRM Contractors Limited as on 31st March, 2025.	100000 Equity Shares
Relationship with other directors inter se, manager and other Key Managerial Personnel of the Company	Nil
Details of remuneration last drawn (Financial Year 2024-25)	60,00,000 per annum

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[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards 2 on General Meetings]

Name of the Director	Mr. ANKUR VERMA
DIN	10911587
Date of Birth	30-07-1990
Brief Profile	Mr. Ankur Verma is a qualified Civil Engineer with over 12 years of professional experience in civil engineering, project execution, contract management, and quantity surveying. He has been associated with SRM Contractors Limited since 2013 and currently holds the position of General Manager (Planning and Tendering). He possesses extensive expertise in tender management, bid preparation, cost estimation, contract administration, and execution planning for large-scale infrastructure projects.
Qualification	B. TECH CIVIL ENGINEERING & EXECUTIVE PG PROGRAMME IN QUANTITY SURVEYING AND CONTRACT MANAGEMENT
Experience and Expertise in specific Functional area	Civil engineering, project execution, tendering, bid management, contract administration, and quantity surveying.
Number of Meetings of the Board attended During the year	Nil
Names of listed entities in which the person holds the directorship and the Membership of Committees of the board	Nil
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of The Board in the past three years	Nil
Shareholding in SRM Contractors Limited as on 31st March, 2025	Nil
Relationship with other directors inter se, manager and other Key Managerial Personnel of the Company	Nil

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[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards 2 on General Meetings]

Name of the Director	Mr. Inder Jeet Kumar
DIN	10228553
Date of Birth	20/03/1963
Brief Profile	Mr. Inder Jeet Kumar is a seasoned legal professional with over 24 years of extensive practice as an Advocate in the District Courts at Rajouri under License No. 2119/2000. His long-standing career reflects his strong commitment to professional ethics, impartial judgment, and accountability. With his proven expertise in navigating complex legal and regulatory matters, Mr. Inder Jeet Kumar brings valuable insights into governance, compliance, and risk management. His independent perspective and sound decision-making skills make him well-suited to serve as an Independent Director.
Qualification	Bachelor of Laws (LL.B.)
Experience and Expertise in specific Functional area	Administrative and Legal
Number of Meetings of the Board attended During the year	Nil
Names of listed entities in which the persons hold the directorship and the Membership of Committees of the board	Nil
Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of The Board in the past three years	NIL
Shareholding in SRM Contractors Limited as on 31st March, 2025	Nil
Relationship with other directors inter se, manager and other Key Managerial Personnel of the Company	Nil

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