Date : 07-09-2026

To,

The Manager,
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
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 18th Annual General Meeting of SRM Contractors Limited for FY 2025-26**

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 18th Annual General Meeting of the Company to be held on Wednesday, **30th September, 2026 at 1.00 P.M**. through Video Conferencing / Other Audio Visual Means. The said Notice forms part of the Annual Report FY 2025-26.

Kindly take the same on records.

Yours faithfully,

For SRM Contractors Limited

ARUN MATHUR
Digitally signed by ARUN MATHUR
Date: 2026.09.07 20:18:15 +05'30'

Arun Mathur
Company Secretary and Compliance Officer
M.no. A36848

NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

NOTICE is hereby given that **18th Annual General Meeting ("AGM")** of the Members of the Company will be held on: **Wednesday, 30th September, 2026 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, 2026 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 Ms. Ashley Mehta (DIN: 08068781), Non- Executive Director of the Company who retires by rotation at this Annual General Meeting and being eligible offers herself 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, Ms. Ashley Mehta (DIN: 08068781), who retires by rotation and being eligible offers herself for reappointment, be and is hereby re-appointed as a director of the company."

3. 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 18th Annual General Meeting till the conclusion of the 23rd 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."

Note: Earlier Appointment of Auditors made in the 17th AGM was the confirmation of Auditors appointed by the Board of Directors of the company vide BM dated 09.07.2025 for FY 2025-26 due to the casual vacancy caused by the resignation of earlier auditor.

SPECIAL BUSINESS

4. TO APPROVE THE CHANGE IN DESIGNATION OF MS. ASHLEY MEHTA (DIN: 08068781) FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY
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 Sections 152, 178, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulations 17, 30 and other applicable provisions thereof, the Articles of Association of the Company and other applicable laws, rules and regulations, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the change in designation of **Ms. Ashley Mehta (DIN: 08068781)** from **Non-Executive Director to Executive Director** of the Company for a period of 5 (Five) years with effect from **1ST October, 2026**.
"RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, read with the applicable provisions of the SEBI Listing Regulations, approval of the Members be and is hereby accorded for payment of remuneration to **Ms. Ashley Mehta**, in her capacity as Executive Director, in the range of **₹1,50,00,000/- (Rupees One Crore Fifty Lakh only) to ₹3,00,00,000/- (Rupees Three Crore only) per annum**, comprising salary, allowances, perquisites, benefits, performance-linked incentive and/or commission, if any, as may be determined by the Board of Directors from time to time on the recommendation of the Nomination and Remuneration Committee, provided that the aggregate remuneration payable to her shall not exceed **₹3,00,00,000/- per annum** and shall at all times remain within the limits prescribed under the Companies Act, 2013 and the SEBI Listing Regulations, or such higher limits as may subsequently be approved by the Members in accordance with applicable law.

RESOLVED FURTHER THAT Ms. Ashley Mehta, in her capacity as Executive Director, shall primarily participate in and oversee the execution, supervision and coordination of the Company's ongoing and future projects and perform such project-related responsibilities as may be assigned to her by the Board from time to time, subject to the overall supervision and direction of the Board; provided that she shall not participate in, oversee or exercise any authority in relation to the finance and accounts functions of the Company.

RESOLVED FURTHER THAT Ms. Ashley Mehta shall continue to hold office as a Director of the Company and shall be liable to retire by rotation in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT the remuneration, if any, payable to Ms. Ashley Mehta in her capacity as Executive Director shall be determined and approved by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and shall be subject to the provisions of the Companies Act, 2013, the SEBI Listing Regulations and such approvals of the Members as may be required under applicable law.

5. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION
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 61(1)(a), Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), and pursuant to Article 60 and other applicable provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing **₹25,00,00,000/- (Rupees Twenty-Five Crore only)** divided into **2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten only) each** to **₹35,00,00,000/- (Rupees Thirty-Five Crore only)** divided into **3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten only) each**, by creation of **1,00,00,000 (One Crore) additional Equity Shares of ₹10/- (Rupees Ten only) each**, aggregating to ₹10,00,00,000/- (Rupees Ten Crore only), ranking pari passu in all respects with the existing Equity Shares of the Company as and when issued, subject to the terms and conditions of the respective issue(s).

RESOLVED FURTHER THAT consequent upon the aforesaid increase in the Authorised Share Capital of the Company, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered and substituted with the following new Clause V:

"V. SHARE CAPITAL

The Authorised Share Capital of the Company is ₹35,00,00,000/- (Rupees Thirty-Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten only) each, with power to increase, reduce, consolidate, sub-divide, re-classify or otherwise alter the share capital of the Company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company."

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to make all consequential alterations in the Memorandum of Association of the Company arising out of the aforesaid increase in the Authorised Share Capital of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for giving effect to this Resolution, including but not limited to:

a. filing the prescribed forms, returns, applications and documents, including Form SH-7, along with the altered Memorandum of Association and such other documents as may be required, with the Registrar of Companies, Ministry of Corporate Affairs and/or any other statutory or regulatory authority;
b. paying the requisite statutory filing fees, stamp duty, additional fees or other charges, as may be applicable in connection with the increase in the Authorised Share Capital;
c. making such modifications, changes, alterations or corrections in the documents and filings as may be required, directed or suggested by the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges, Securities and Exchange Board of India or any other regulatory/statutory authority;
d. signing, executing, submitting and filing all applications, forms, declarations, undertakings, affidavits, papers, writings and other documents as may be necessary or expedient in connection with the aforesaid increase in the Authorised Share Capital and alteration of the Memorandum of Association;
e. settling any question, difficulty or doubt that may arise in relation to or in connection with the aforesaid matters; and
f. delegating all or any of the powers conferred under this Resolution to any Director, Company Secretary, or any other officer or authorised representative of the Company, without being required to seek any further consent or approval of the Members of the Company, and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board and/or any authorised officer of the Company in connection with any matter referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed."

6. TO APPROVE THE RAISING OF FUNDS BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF SECURITIES BY THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (the "**Companies Act**"), and applicable rules made thereunder including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the relevant provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), to the extent applicable , the uniform listing agreement(s) entered into by the Company with the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (the "**Stock Exchanges**") where the equity shares, having face value of ₹ 10/- each, of the Company ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s) and/or re-enactment thereof ("**FEMA**"), as amended and rules and regulations made thereunder and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the lenders of the Company, the Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**") and any other concerned statutory authorities and subject to such terms and conditions or modifications as may be prescribed or imposed while granting of such approvals, permissions, consents and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), the approval of the Members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), such number of fully paid-up Equity Shares, and/or convertible securities (including warrants, or otherwise, in registered or bearer form) and/or any other security permissible under the applicable law (all of which are hereinafter referred to as "**Securities**") or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate consideration of up to ₹ 150 crore only (Rupees One Hundred Fifty Crore only) or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, with or without green shoe option, at such price or prices as may be permissible under applicable law by way of a qualified institutions placement ("**QIP**") of Securities in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, through issue of placement document to eligible investors that may be permitted to invest in such issuance of Securities, including any eligible Qualified Institutional Buyers ("**QIB**") in accordance with the terms of Chapter VI of SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether they be holders of the Securities or not (collectively called the "**Investors**") to all or any of them, jointly or severally through, as may be decided by the

Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including the terms of the issuance, security as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s).

"**RESOLVED FURTHER THAT** in case of issue and allotment of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations-

a) allotment of the Securities shall be made only to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations and as decided by the Board and shall be completed within 365 days from the date of passing of the special resolution by the members of the Company ("**Members**") or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/or applicable laws from time to time;
b) Securities shall not be eligible to be sold by the allottees for a period of one year from the date of allotment, except on a recognized stock exchange, or as may be permitted from time to time under the SEBI ICDR Regulations;
c) the **relevant date** for the purpose of pricing of the Securities to be issued, shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of Securities, or any other date in accordance with applicable law;
d) in case of allotment of eligible convertible securities, the **relevant date** for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board decides to open the proposed QIP or the date on which the holders of the eligible convertible securities are entitled to apply for the Equity Shares;
e) Securities to be issued at such price being not less than the price determined in accordance with the pricing formula provided under applicable provisions of Regulation 176(1) of the Chapter VI of the SEBI ICDR Regulations (the "**QIP Floor Price**") and the price determined for the QIPs shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable;
f) the Board may at its discretion in consultation with the book running lead managers, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
g) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
h) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. QIBs under the same group/control shall be considered a single allottee. It is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under the same control shall be deemed to be a single allottee;
i) the Securities proposed to be issued, offered, and allotted shall be fully paid up and dematerialized;
j) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in

accordance with the ICDR Regulations;

k) a SEBI-registered credit rating agency shall monitor the use of proceeds and submit quarterly reports in the format specified under Schedule XI of the ICDR Regulations until full utilization;

l) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions; and

m) the Securities to be allotted pursuant to the QIP shall be subject to lock-in conditions as per SEBI ICDR Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

a) the Securities proposed to be issued, offered, and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof and the same be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

c) The number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring.

RESOLVED FURTHER THAT in the event of an issue of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the 'Relevant Date' shall mean the 'Relevant Date' as defined under Regulation 171 of SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue and allotment of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on the Stock Exchanges.

RESOLVED FURTHER THAT the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion consider necessary, desirable or expedient including but not limited to finalization and approval of preliminary placement documents and placement documents and any addenda or corrigenda thereto, private placement offer-cum-application letters, determining the form and manner of the issue, including the number of Securities to be allotted, issue price, date of the opening and closing of the issue, or execution of various transaction documents, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, appointment of lead manager(s), underwriters, legal advisors/solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and/or any other advisors, professionals, agencies as may be required to be appointed for, involved in or concerned with the issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, to negotiate/ modify/ execute/ deliver and/ or sign any declarations, offer letters, prospectuses, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard, to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board and to resolve and settle any questions, difficulties or doubts that may arise in regard to the issue, creation, offer, issue and allotment of the Securities and utilization of issue proceeds without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a duly constituted committee of the Board or any such persons as the Board may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things, including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, as they may deem fit and proper for the purposes of giving effect to above resolutions and settle any questions or difficulties that may arise."

7: ISSUANCE OF UP TO 19,34,236 FULLY CONVERTIBLE WARRANTS TO THE PERSON(S)/ ENTITIES BELONGING TO THE 'PROMOTER & PROMOTER GROUP' ON A PREFERENTIAL BASIS.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of uniform listing agreement entered into with BSE Limited **("BSE")** and National Stock Exchange of India Limited ("**NSE**"), where the equity shares of the Company are listed (collectively referred to as the **"Stock Exchanges"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India **("SEBI")**, as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI (ICDR) Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 **("Takeover Regulations")** as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 19,34,236 (Nineteen Lakh Thirty-Four Thousand Two Hundred Thirty-Six) Fully Convertible Warrants ("Warrants")** at an issue price of **₹ 517/- (Rupees Five Hundred Seventeen Only)** each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from the date of its allotment into an equivalent number of fully paid-up equity shares of the face value of ₹ 10 each, for cash, **aggregating up to ₹ 100,00,00,012/- (Rupees One Hundred Crore and Twelve Only)** and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned person(s)/ entities belonging to the 'Promoter & Promoter Group', **("Proposed Allottee(s)")** in the manner as follows:

S.No	Name of the Proposed Allottees	Category of Proposed Allottees	No. of Warrants (up to)
1.	Sanjay Mehta	Promoter	9,67,118
2.	Puneet Pal Singh	Promoter	9,67,118
		TOTAL	19,34,236

RESOLVED FURTHER THAT in terms of provisions of Chapter V of SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of Warrants proposed to be allotted to the above mentioned allottees shall be **Monday, August 31, 2026,** i.e. being the date, which is 30 days prior to the date of Annual General Meeting ("AGM") of the members of the Company scheduled to be held on **Wednesday, September 30, 2026**.

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

a) The conversion of Warrants into equity shares shall happen at any time, in one or more tranches, within a period of Eighteen (18) months from the date of allotment of Warrants in terms of SEBI (ICDR) Regulations.
b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of Warrant Issue Price shall be payable by Warrant Holder at the time of exercising the Warrants.
c) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to extent and in the manner permitted thereunder.
e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 (Fifteen) days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 (Fifteen) days from the date of last such approval or within such further period/s as may be prescribed or allowed by SEBI, Stock Exchange and/or Regulatory Authorities etc.
f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of Proposed Allottee(s).
g) In the event, the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and amount paid shall stand forfeited by the Company.
h) The Warrants themselves, until converted into Equity Shares, do not give Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to entitlement to dividend, with the existing fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company, subject to relevant provisions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Puneet Pal Singh Managing Director, Mr. Ankur Verma, Director, and/or Mr. Arun Mathur, Company Secretary & Compliance Officer of the Company and the Fund Raising Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to one or more Director(s)/ Chief Financial Officer/Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Fund Raising Committee in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

8. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR OF THE COMPANY FOR FINANCIAL YEAR ENDING 31st MARCH, 2027

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, 2027 be and is hereby ratified.

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

9. 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 Annual General Meeting of the Company held on 29th September 2025, 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 terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of ₹2000 Crore (Rupees Two 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."

10. CREATION OF CHARGE / MORTGAGE ON THE ASSETS AND UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 29th September, 2025, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Memorandum and Articles of Association of the Company, the consent of the Members of the Company 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 of the Board duly constituted or to be constituted for this purpose) to create, offer, issue, mortgage, hypothecate, pledge and/or charge, in addition to the mortgages, charges, hypothecations and pledges created or to be created by the Company, in such form and manner, on such terms and at such time or times as the Board may in its absolute discretion think fit, on all or any part of the movable and/or immovable properties and tangible and/or intangible assets of the Company, both present and future, and/or the whole or substantially the whole of the undertaking or undertakings of the Company, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of any bank(s), financial institution(s), body corporate(s), any other lender(s), agent(s) or debenture trustee(s), for the purpose of securing the borrowings availed or to be availed by the Company by way of loans (in Indian rupees or in foreign currency) and/or by way of issue of debentures, bonds or other debt instruments, whether convertible or non-convertible, with or without detachable warrants, together with interest thereon at the respective agreed rates, additional interest, compound interest in the event of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment or on redemption, remuneration of the agent(s) and/or trustee(s), and all other costs, charges, expenses and monies payable by the Company in terms of the loan agreement(s), heads of agreement(s), debenture trust deed(s) or any other document entered into or to be entered into between the Company and the lender(s), agent(s) or trustee(s) in that behalf, PROVIDED THAT the aggregate indebtedness so secured by the assets and undertaking of the Company shall not at any time exceed ₹2,000 crore (Rupees Two Thousand Crore only), over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior to, pari passu with, or second or subservient to, the mortgages and/or charges already created or to be created in future by the Company, or in such other manner and on such terms and conditions as may be agreed between the Board and the lender(s), agent(s) or trustee(s), as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, settle, approve and execute all such documents, deeds, declarations, writings, papers and agreements as may be necessary or expedient, to accept and give effect to such modifications, alterations and variations to the terms and conditions of the security as may be required by the lender(s), agent(s) or trustee(s), to make the requisite filings with the Registrar of Companies and any other statutory or regulatory authority, to make such disclosures to the Stock Exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in relation thereto, in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, any Director, the Key Managerial Personnel or any other officer or officers of the Company, in order to give effect to this resolution."

11. 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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zb) 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), 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, and pursuant to 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 include any duly authorised Committee thereof), consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the related party transaction(s) with SRM-Rajinder Projects ("JV"), a related party of the Company, for execution of works, supply of materials, provision of services, project management and other allied transactions, as more particularly described in the explanatory statement annexed to the Notice, for an aggregate value not exceeding **₹350 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the Company, on such terms and conditions as may be mutually agreed between the Company and the JV, provided that the said transactions are undertaken in accordance with the applicable laws and regulations and are at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such agreements, documents and writings as may be necessary or expedient for giving effect to this resolution 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 of the Company, provided that the transactions remain within the overall limits and period approved by the Members and comply with applicable laws and regulations**."**

12. 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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zb) 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), 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, and pursuant to 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 include any duly authorised Committee thereof), consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the related party transaction(s) with **ECI SRM Projects ("JV"),** a related party of the Company, for execution of works, supply of materials, provision of services, project management and other allied transactions, as more particularly described in the explanatory statement annexed to the Notice, for an aggregate value not exceeding **₹120 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the the JV, provided that the said transactions are undertaken in accordance with the applicable laws and regulations and are 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, and to execute all such agreements, documents and writings as may be necessary or expedient for giving effect to this resolution 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 of the Company, provided that the transactions remain within the overall limits and period approved by the Members and comply with applicable laws and regulations**."**

13. 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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zb) 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), 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, and pursuant to 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 include any duly authorised Committee thereof), consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the related party transaction(s) with **SRM-RSB Projects ("JV"),** a related party of the Company, for execution of works, supply of materials, provision of services, project management and other allied transactions, as more particularly described in the explanatory statement annexed to the Notice, for an aggregate value not exceeding **₹125 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the Company, on such terms and conditions as may be mutually agreed between the Company and the JV, provided that the said transactions are undertaken in accordance with the applicable laws and regulations and are 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, and to execute all such agreements, documents and writings as may be necessary or expedient for giving effect to this resolution 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 of the Company, provided that the transactions remain within the overall limits and period approved by the Members and comply with applicable laws and regulations**."**

14. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SRM-RKCPL JV

(JOINT VENTURE)

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zb) 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), 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, and pursuant to 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 include any duly authorised Committee thereof), consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the related party transaction(s) with **SRM-RKCPL ("JV"),** a related party of the Company, for execution of works, supply of materials, provision of services, project management and other allied transactions, as more particularly described in the explanatory statement annexed to the Notice, for an aggregate value not exceeding **₹700 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the Company, on such terms and conditions as may be mutually agreed between the Company and the JV, provided that the said transactions are undertaken in accordance with the applicable laws and regulations and are 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, and to execute all such agreements, documents and writings as may be necessary or expedient for giving effect to this resolution 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 of the Company, provided that the transactions remain within the overall limits and period approved by the Members and comply with applicable laws and regulations**."**

15. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MACCAFERRI INFRASTRUCTURE PRIVATE LIMITED (MIPL) (SUBSIDIARY)

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zb) 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), 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, and pursuant to 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 include any duly authorised

Committee thereof), consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the related party transaction(s) with **Maccaferri Infrastructure private Limited (“Subsidiary”),** a related party of the Company, for execution of works, supply of materials, provision of services, project management and other allied transactions, as more particularly described in the explanatory statement annexed to the Notice, for an aggregate value not exceeding **₹200 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the Company, on such terms and conditions as may be mutually agreed between the Company and the JV, provided that the said transactions are undertaken in accordance with the applicable laws and regulations and are at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such agreements, documents and writings as may be necessary or expedient for giving effect to this resolution 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 of the Company, provided that the transactions remain within the overall limits and period approved by the Members and comply with applicable laws and regulations**.”**

16. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH MACCAFERRI ENVIRONMENTAL SOLUTIONS PRIVATE LIMITED(MESPL) (RELATED PARTY)

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) read with Regulation 2(1)(zb), Regulation 2(1)(zc) 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), 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules made thereunder, including Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the Memorandum and Articles of Association of the Company, the Company’s Policy on Related Party Transactions, and pursuant to 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 include any duly authorised Committee thereof), consent of the Members of the Company be and is hereby accorded for entering into and/or continuing with the related party transaction(s) with **Maccaferri Environmental Solutions Private Limited , a related party** of the Company , for execution of works, supply of materials, provision of services, project management and other allied transactions, as more particularly described in the explanatory statement annexed to the Notice, for an aggregate value not exceeding **₹250 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the Company, on such terms and conditions as may be agreed between the Company and MESPL, provided that such transactions are undertaken in accordance with the applicable laws and regulations and, wherever applicable, are at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee and the Board of Directors of the Company be and are hereby authorised to monitor, review and approve the specific transactions covered under this approval and to finalise the terms and conditions thereof, including such modifications, variations or amendments as may be necessary or expedient, provided that the aggregate value of such transactions shall not exceed **₹250 crore** and such modifications, variations or amendments shall be in accordance with the applicable provisions of the SEBI Listing Regulations, the Companies Act, 2013 and the Company's Policy on Related Party Transactions.

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."

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.4
Ms. Ashley Mehta (DIN: 08068781) has been associated with the Company as a Director since 1 April 2018 and, as on the date of this Notice, is serving as a Non-Executive Director of the Company. Ms. Ashley Mehta currently holds 3.40% of the paid-up equity share capital of the Company.

Ms. Ashley Mehta has contributed to the affairs of the Company through her participation at the Board level and has gained an understanding of the Company's business, operations, projects and strategic objectives. The Board is of the view that her experience, knowledge and familiarity with the Company's business would be valuable in an executive capacity and would further strengthen the Company's management and execution capabilities.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on 5th September, 2026, considered and approved the proposal for change in designation of Ms. Ashley Mehta from Non-Executive Director to Executive Director, subject to approval of the Members of the Company.

The proposed change in designation is intended to enable Ms. Ashley Mehta to assume a more active and executive role in the management and affairs of the Company and will be primarily involved in execution, supervision and coordination of the ongoing and future projects of the company hence contributing more closely towards the Company's business operations, strategic initiatives and future growth plans. However, she will not be involved in, and shall have no role or association whatsoever, with the finance and accounts functions of the Company.

The proposed change in designation shall be effective from 1st October, 2026, subject to approval of the Members and such other approvals, if any, as may be required under applicable laws.
The Board of Directors recommends the Ordinary Resolution set out at Item NO. 4 of the Notice for approval by the Members.
Ms. Ashley Mehta herself, Mr. Sanjay Mehta (Promoter/Director) father of Ms. Ashley Mehta and her family members are interested in the above said resolution.

ITEM NO. 5

The present Authorised Share Capital of SRM Contractors Limited ("Company") is ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten only) each.
The issued, subscribed and paid-up equity share capital of the Company presently comprises 2,29,44,200 Equity Shares of ₹10/- each, aggregating to ₹22,94,42,000/-, leaving limited headroom within the existing Authorised Share Capital of the Company.

The Company is evaluating/proposing various fund-raising initiatives for augmenting its financial resources, strengthening its capital base, meeting its growth and expansion requirements, financing existing and future projects, meeting working capital and general corporate requirements and for such other purposes as may be determined by the Board from time to time.

In this connection, the Company proposes, inter alia, to undertake fund raising through issuance of securities, which may include a proposed Qualified Institutions Placement ("QIP") aggregating up to ₹150 Crore and a proposed issue of warrants convertible into Equity Shares aggregating up to ₹100 Crore, subject to receipt of the requisite corporate, statutory and regulatory approvals and compliance with applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws.

Considering the existing Authorised Share Capital and in order to provide adequate headroom for the issuance and allotment of Equity Shares pursuant to the proposed fund-raising transactions, including upon exercise/conversion of warrants, as well as to cater to the future capital requirements of the Company, the Board of Directors at its meeting held on 05th September 2026 considered it prudent and in the best interests of the Company to increase the Authorised Share Capital by ₹10,00,00,000/- (Rupees Ten Crore only).
Accordingly, the Board has proposed to increase the Authorised Share Capital of the Company as follows:

Particulars	Authorised Share Capital	Number of Equity Shares of ₹ 10 each
Existing	₹25,00,00,000/-	2,50,00,000
Proposed	₹35,00,00,000/-	3,50,00,000

The increase will be effected by creation of 1,00,00,000 (One Crore) additional Equity Shares of ₹10/- each, aggregating to ₹10,00,00,000/- (Rupees Ten Crore only).

The proposed increase in Authorised Share Capital does not, by itself, result in the issuance or allotment of any additional Equity Shares or dilution of the shareholding of the existing Members. Any actual issue and allotment of Equity Shares or other securities shall be undertaken separately in accordance with applicable laws and subject to receipt of all requisite approvals, including approval of the Members wherever required.
Pursuant to Section 61(1)(a) of the Companies Act, 2013 and Article 60 of the Articles of Association of the Company, the Company may increase its Authorised Share Capital by passing an Ordinary Resolution in a General Meeting. Consequent upon the increase in Authorised Share Capital, Clause V of the Memorandum of Association of the Company, which specifies the Authorised Share Capital, is also required to be altered appropriately.

Section 13(1) of the Companies Act, 2013 specifically provides for alteration of the Memorandum of Association, save as provided under Section 61. Accordingly, the consequential alteration of the capital clause of the Memorandum of Association arising pursuant to an increase in share capital under Section 61 is proposed to be approved through the Ordinary Resolution set out at Item No. 5 of this Notice.
Upon approval of the Members, the Company shall undertake the requisite filings with the Registrar of Companies, including filing of the prescribed Form SH-7 together with the altered Memorandum of Association and payment of the applicable statutory fees and stamp duty, in accordance with Section 64 of the Companies Act, 2013 and the rules made thereunder.

A copy of the existing Memorandum and Articles of Association of the Company together with the proposed amended Memorandum of Association shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to and including the date of the General Meeting. The same shall also be made available electronically to any Member upon request in accordance with applicable law.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives is, in any way, financially or otherwise, concerned or interested in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors believes that the proposed increase in Authorised Share Capital will provide sufficient capital flexibility to the Company for the proposed fund-raising initiatives and its future growth and funding requirements and is therefore in the best interests of the Company and its Members.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM NO. 6

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for expansion and achieving growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, Company intends to undertake a capital raise by way of qualified institutions placement to eligible investors through an issuance of equity shares and/or convertible securities in accordance with applicable laws and use the proceeds from the Issue, towards inter alia, various capital expenditure, the pre-payment and / or repayment of debts, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the Board of Directors of the Company ("**Board**") at their meeting held on September 05, 2026, and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value ₹ 10/- each ("**Equity Shares**"), and/or other convertible securities (including warrants, or otherwise) (all of which are hereinafter collectively referred to as "**Securities**") or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, with or without green shoe option, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 150 Crore (Rupees One Hundred Fifty Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of qualified institutional placement ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof), Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers/book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and NSE ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In relation to such issuance of Securities undertaken by way of a qualified institutions placement:

a. the allotment of the Securities shall only be made to Qualified Institutional Buyers ("**QIBs**") as defined under SEBI ICDR Regulations and as decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the members of the Company ("**Members**") or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/or applicable laws from time to time;

b. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

c. the floor price will be calculated as per the pricing formula prescribed under the Chapter VI of the SEBI ICDR Regulations and also the Board, in accordance with applicable laws, may offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations;

d. the "**relevant date**" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorized committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;

e. the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchanges for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

f. an issuer shall be eligible to make a qualified institutions placement, if any of its promoters or directors is not a fugitive economic offender;

g. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;

h. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;

i. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

j. the schedule of the QIP will be as determined by the Board or its duly authorized committee;

k. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting; and

l. The detailed terms and conditions for the offer will be determine in consultation with the advisors, lead manager(s)/ book running lead manager(s) and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ("**FEMA**"). As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board / its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable law.

As the Issue may result in the issue of Equity Shares and/ or convertible securities of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI Listing Regulations and SEBI ICDR Regulations.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board has approved the Issue pursuant to its resolution dated September 05, 2026. The Board recommends the aforesaid resolution for the approval by the members as a special resolution.

ITEM NO.7

The **Special Resolution** contained in **Item No. 7** of this Notice, has been proposed pursuant to provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the applicable rules made thereunder, to issue and allot, up to 19,34,236 Fully Convertible Warrants **("Warrants")** at an issue price of ₹ 517/- (Rupees Five Hundred Seventeen only) each, determined in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 100,00,00,012/- (Rupees One Hundred Crore and Twelve

Only), to person(s)/ entities belonging to the '**Promoter & Promoter Group**', on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors **("Board")** in its meeting held on Saturday, September 05, 2026.

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

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

1. Objects of the Preferential Issue

SRM Contractors Limited ("**the Company**") is a public limited company being engaged in engineering and construction sector specializing in the development of roads, bridges, tunnels, slope stabilization and miscellaneous civil infrastructure projects across India.

In order to strengthen its business, the Company intends to utilize the proceeds raised through the issue of Warrants ("**Issue Proceeds**") towards the following objects:

1. To meet the Working Capital Requirements of the Company.
2. General Corporate Purposes

*(Hereinafter collectively referred to as the "**Objects**")*

Utilization of Proceeds

Given that the funds to be received against Warrants, the Issue Proceeds shall be received by the Company in tranches depending upon the subscription and conversion of Warrants. Since the funds to be received against Warrant conversion will be in stages and the quantum of funds required at different points of time may vary, the broad range of intended utilization of the Issue Proceeds towards the aforesaid Objects of the Issue has been set out here in below:

S.no	Particulars	Total amount estimated to be utilised (Amount in ₹)	Tentative timelines for utilisation of proceeds from the date of receipt of funds
1.	To meet the working Capital Requirements of the Company	80,00,00,000	2 Years
2.	General Corporate Purposes	20,00,00,012	2 Years
	Total*	100,00,00,012	-

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

Schedule of Implementation and Deployment of Funds

Given that the Preferential Issue is for Warrants, the entire Issue Proceeds from the Proposed Allottee(s) will be received by the Company within 18 months from the date of allotment of Warrants in terms of Chapter V of SEBI (ICDR) Regulations, and as estimated by the Company's management the entire Issue Proceeds would be utilized for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposed described above, the Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. **Monitoring of Utilization of Funds**

Given that the issue size exceeds ₹ 100 Crore (Rupees One Hundred Crore Only), in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, the Company Shall appoint a SEBI registered credit rating agency as the Monitoring Agency to monitor the use of the proceeds of this Preferential Issue. The Monitoring Agency shall submit its report to the Company in the format specified in the SEBI ICDR Regulations on a quarterly basis or at such frequency as may be required, till 100% (one hundred percent) of the proceeds of the Preferential Issue have been utilized.

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

The Board of Directors of the Company at its meeting held on Saturday, September 05, 2026, has, subject to approval of members of the Company and such other approvals as may be required, approved the issuance of up to 19,34,236 (Nineteen Lakh Thirty-Four Thousand Two Hundred Thirty-Six) Fully Convertible Warrants, each carrying a right exercisable by the Warrant holder to subscribe to Equity shares of the Company of face value of ₹ 10/- (Rupees Ten only) each, to the Person(s)/ entities belonging to the '**Promoter & Promoter Group**', at an issue price of ₹ 517/- (Rupees Five Hundred Seventeen Only) each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of Warrants proposed to be allotted, an amount equivalent to 25% of issue price of Warrant shall be payable at the time of subscription and allotment of Warrants and the balance 75% shall be payable by the Warrant holder pursuant to exercise of options attached to Warrant(s) to subscribe to Equity Share(s)

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

The following Promoters, Directors, Key Management Personnel or Senior Management of the issuer intent to subscribe to the offer under **Item No. 7:**

Sr. No	**Name of the Proposed Allottee**	**Category of the Proposed Allottee**	**Number of Warrants (Up to)**
1.	Sanjay Mehta	Promoter	9,67,118
2.	Puneet Pal Singh	Promoter	9,67,118

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

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	**Pre-Issue Shareholding Structure (1)**		**Warrants to be allotted (3)**	**Post Issue Shareholding Structure (2)**	
	No. of Shares	**%**		**No. of Shares**	**%#**
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	1,66,55,876	72.59	19,34,236	1,85,90,112	74.72

(b) Bodies Corporate	0	0	0	0	0
Sub Total (A)(1)	**1,66,55,876**	**72.59**	**19,34,236**	**1,85,90,112**	**74.72**
(2) Foreign					
Bodies Corporate	0	0	0	0	0
Sub Total (A)(2)	0	0	0	0	0
Total Promoter shareholding A=A1 +A2	**1,66,55,876**	**72.59**	**19,34,236**	**1,85,90,112**	**74.72**
(B) Public Shareholding					
B1) Institutional Investors					
Indian	56,602	0.25	0	56,602	0.23
Foreign	21,512	0.09	0	21,512	0.09
B2) Central Govt./Stat Govt./POI	0	0	0	0	0
B3) Non-Institutional Investors					
Individuals	52,49,031	22.88	0	52,49,031	21.1
Body Corporate	5,99,475	2.61	0	5,99,475	2.41
Others (Including HUF, LLP & NRI)	3,61,704	1.58	0	3,61,704	1.45
Total Public Shareholding B=B1+B2+B3	**62,88,324**	**27.41**	**0**	**62,88,324**	**25.28**
C) Non-Promoter – Non-Public	0	0	0	0	0

Grand Total (A+B+C)	**2,29,44,200**	**100**	**19,34,236**	**2,48,78,436**	**100**

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on a fully diluted basis i.e. ₹ 24,87,84,360 divided into 2,48,78,436 Equity Shares of face value of ₹ 10/- each.

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, September 04, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*
3. *The Warrants to be converted over a period of 18 months from the date of allotment.*

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

As required under the SEBI ICDR Regulations 2018, preferential allotment of the said Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolution under **Item No. 7**. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialized form.

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

The Company has not made any preferential allotment of Equity Shares and/ or Convertible Securities during the current financial year 2026-27.

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

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottees	Category of Proposed Allottees	Name of the Ultimate Beneficial Owner
1.	Sanjay Mehta	Promoter	Not applicable, allotee being an individual
2.	Puneet Pal Singh	Promoter	Not applicable, allotee being an individual

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

Sr. No.	Name of the Proposed Allottees	Pre-Shareholding Structure		Warrants to be allotted	Post Issue Shareholding Structure	
		No. of shares	%		No. of shares	%#
1.	Sanjay Mehta	1,42,31,000	62.02	9,67,118	1,51,98,118	61.09
2.	Puneet Pal Singh	1,28,334	0.56	9,67,118	10,95,452	4.4

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 24,87,84,360 divided into 2,48,78,436 Equity Shares of face value of ₹ 10/- each.

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, September 04, 2026.*
2. *Post-shareholding structure may change depending upon any other corporate action in between.*
3. *The Warrants to be converted over a period of 18 months from the date of allotment.*

X. **Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of proposed preferential issue of Warrants and further their conversion into Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. **Lock-in Period:**

a) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.

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

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

In terms of Regulation 161 of SEBI ICDR Regulations, 2018, the relevant date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as **Monday, August 31, 2026,** i.e. being the date, which is 30 days prior to the date of Annual General Meeting ("**AGM**") of the members of the Company scheduled to be held on **Wednesday, September 30, 2026.**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited **("NSE")** and BSE Limited **("BSE").** The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018 and NSE being the Stock Exchange with higher trading volumes for the said period, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

In terms of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which Warrants to be issued shall not be less than higher of the following methods:

a) **₹ 516.19/- each** being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

b) **₹ 467.72/- each** being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

In terms of the provisions of Regulation 166A of the SEBI ICDR Regulations, since the proposed allotment to the allottee(s) would exceed 5% of the post-issue fully diluted share capital of the Company, the Company has obtained a Valuation Report from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106). As per the said Valuation Report, the value of each Warrant is ₹ 510.62/- The Valuation Report is available on the website of the Company at https://srmcpl.com/valuation-report/

Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company: *Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis;*

Accordingly, the minimum issue price of Warrants on Preferential basis shall **be ₹ 516.19/-** each. However, the Board of Directors of the Company has decided to issue the Warrants, at an Issue Price of **₹ 517/- (Rupees Five Hundred Seventeen Only)** each, which is higher than the above-mentioned prices.

XIII. **Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- The Company hereby undertakes that it shall, if required to do so, re-compute the price of the specified securities in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated under SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the respective allottees.

- As the Equity Shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories

XIV. **Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**
Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

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

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1.	Sanjay Mehta	Promoter	Promoter
2.	Puneet Pal Singh	Promoter	Promoter

XVI. **Practicing Company Secretary's Certificate:**

The certificate from M/s D.K Pandoh & Associates, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at https://srmcpl.com/certificates/

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

Mr. Sanjay Mehta, the chairperson of the company and Mr. Puneet Pal Singh, the Managing Director of the company, including their immediate relatives are interested in the resolution set out at item no. of this Notice. The Board of Directors recommends the resolution as set out in **Item No. 7** of this notice for the issue of Warrants, on a preferential basis, to the proposed allottees by way of Special Resolution.

ITEM NO.8

The Board of Directors at its meeting held on **26th May,2026**, 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 2027 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 2027, 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. 8 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. 9

As per the Provisions of Section 180(1)(c) of the Companies Act, 2013, the board of the 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 ₹1000 crores to ₹2000 crores

The board of directors recommends the special resolution ass set out in item no. 9 for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the resolution set out at item no. 9

ITEM NO. 10

The Members are being requested, by the resolution set out at Item No. 9 of this Notice, to enhance the limit up to which the Board of Directors may borrow monies under Section 180(1)(c) of the Companies Act, 2013 to ₹2,000 crore, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Borrowings of this nature are almost invariably required to be secured. Banks, financial institutions and other lenders ordinarily require the Company to create a mortgage, hypothecation, pledge or charge over its movable and immovable properties and other assets, both present and future, and in certain cases over the whole or substantially the whole of the undertaking of the Company, together with a power to take over the management of the business and concern of the Company in the event of default.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a company shall not, except with the consent of the members by a special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company. The creation of a mortgage or charge over the whole or substantially the whole of the undertaking of the Company, particularly where it carries a power in favour of the lender to take over the management of the business in an event of default, may be regarded as a disposal within the meaning of that provision. Accordingly, and in accordance with established practice and the requirements of lenders, the approval of the Members by way of a special resolution is being sought so that the Board may create security over the assets and undertaking of the Company to secure the borrowings referred to at Item No. 9.

The security so created will be limited to securing aggregate indebtedness not exceeding ₹2,000 crore at any time, over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Company, which is the same limit as that proposed at Item No. 9.

The Company is executing a growing portfolio of engineering, procurement and construction projects, including through project-specific joint ventures, and the Board considers it necessary for the Company to retain the flexibility to raise secured funding, and to furnish security in favour of lenders on such terms as may be negotiated from time to time, in order to meet its working capital requirements, capital expenditure and project execution commitments.

The Board of Directors, at its meeting held on 05th September, 2026, approved the proposal and recommends the Special Resolution set out at Item No. 10 of this Notice for approval by the Members.
None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 11

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;
- 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 **₹350 crore** during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the company.

The Board recommends the resolution set out in Item No. 11 for approval of the members as Ordinary Resolution.
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the resolution set out at item no. 11.
Basics of the Related Party

S.NO	Particulars	Information
1	Name of the related party	SRM-Rajinder Projects (unincorporated joint venture)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Execution of civil engineering and infrastructure contracts

Relationship and ownership of the related party

S. No.	Particulars	Information
1	Relationship, nature of concern, and shareholding or capital contribution each way	Joint venture of the Company. Being an unincorporated joint venture it has no share capital; the Company's participating interest is 70 per cent, the profit-sharing ratio varying project-wise as disclosed in the notes to Form AOC-1. The joint venture holds no securities in the Company. No promoter, director or KMP holds any interest in the joint venture, directly or indirectly.

Details of previous transactions with the related party

S. No.	Particulars	Information
1	Total transactions during FY 2025-26, by nature of transaction	₹114,22,09,373 in aggregate. All related to execution of works.
2	Total transactions in FY 2026-27 up to the quarter immediately preceding the quarter in which approval is sought	-
3	Any default by the related party during FY 2025-26	No

Amount of the proposed transaction

S. No.	Particulars	Information
1	Amount placed for approval	₹350 crore
2	Whether, aggregated with current year transactions, the transaction is material	Yes
3	As a percentage of the Company's consolidated turnover for FY 2025-26	34.12 per cent of ₹1,025.57 crore
4	As a percentage of the subsidiary's standalone turnover	Not applicable — the Company is a party to the transaction
5	As a percentage of the related party's annual turnover for FY 2025-26	241.41%
6	Financial performance of the related party for FY 2025-26 — turnover, profit after tax, net worth	Turnover : ₹ 14497.94 Lakhs
		PAT : ₹597.34 Lakhs
		Net Worth : ₹ 3056.89 Lakhs

Basic details of the proposed transaction

S. No.	Particulars	Information
1	Specific type of the proposed transaction	Related to the execution of work.
2	Details of each type of the proposed transaction	Transaction is only related to execution of work.
3	Tenure	From the conclusion of the 18th Annual General Meeting to the conclusion of the 19th Annual General Meeting, being approximately 12 months
4	Whether omnibus approval is being sought	No
5	Value during a financial year, with year-wise break-up	₹100 crores in FY 2026-27 and
		₹80 crores in FY 2027-28
6	Justification that the transaction is in the interest of the Company	To enhance project execution, resource utilization, business synergies and operational efficiency.
7	Interested promoters, directors and KMP, with name and shareholding in the related party	None of the Promoters, Directors and KMP are interested in the above resolution.
8	Copy of the valuation or other external party report	NA
9	Other information relevant for decision making	All relevant details are provided in the annexure.

Sale, purchase or supply of goods or services, and trade advances

S. No.	Particulars	Information
1	Bidding or other process applied for choosing the party	NA
2	Basis of determination of price	NA
3	Trade advance — amount, tenure, whether self-liquidating	NA

ITEM NO. 12

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 ₹120 crore during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the company.
These transactions will be conducted on an arm's length basis and in the ordinary course of business.
The Board recommends the resolution set out in **Item No. 12** for approval of the members as Ordinary Resolution.
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the resolution set out at item no. 12

Basics of the Related Party

S. No.	Particulars	Information
1	Name of the related party	ECI- SRM (unincorporated joint venture)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Execution of civil engineering and infrastructure contracts

Relationship and ownership of the related party

S. No.	Particulars	Information
1	Relationship, nature of concern, and shareholding or capital contribution each way	Joint venture of the Company. Being an unincorporated joint venture it has no share capital; the Company's participating interest is 70 per cent, the profit-sharing ratio varying project-wise as disclosed in the notes to Form AOC-1. The joint venture holds no securities in the Company. No promoter, director or KMP holds any interest in the joint venture, directly or indirectly.

Details of previous transactions with the related party

S. No.	Particulars	Information
1	Total transactions during FY 2025-26, by nature of transaction	₹15,37,68,101 in aggregate. All related to execution of works.
2	Total transactions in FY 2026-27 up to the quarter immediately preceding the quarter in which approval is sought	₹ 88,18,850.00
3	Any default by the related party during FY 2025-26	No

Amount of the proposed transaction

S. No.	Particulars	Information
1	Amount placed for approval	₹120 crore
2	Whether, aggregated with current year transactions, the transaction is material	Yes
3	As a percentage of the Company's consolidated turnover for FY 2025-26	11.70 per cent of ₹1,025.57 crore
4	As a percentage of the subsidiary's standalone turnover	Not applicable — the Company is a party to the transaction
5	As a percentage of the related party's annual turnover for FY 2025-26	634.90%
6	Financial performance of the related party for FY 2025-26 — turnover, profit after tax, net worth	Turnover : ₹ 1890.08 Lakhs
		PAT : ₹24.81 Lakhs
		Net Worth : ₹ 9.05 Lakhs

Basic details of the proposed transaction

S. No.	Particulars	Information
1	Specific type of the proposed transaction	Related to the execution of work.
2	Details of each type of the proposed transaction	Transaction is only related to execution of work.
3	Tenure	From the conclusion of the 18th Annual General Meeting to the conclusion of the 19th Annual General Meeting, being approximately 12 months
4	Whether omnibus approval is being sought	No
5	Value during a financial year, with year-wise break-up	₹30 crores in FY 2026-27 and
		₹20 crores in FY 2027-28
6	Justification that the transaction is in the interest of the Company	To enhance project execution, resource utilization, business synergies and operational efficiency.
7	Interested promoters, directors and KMP, with name and shareholding in the related party	None of the Promoters, Directors and KMP are interested in the above resolution.
8	Copy of the valuation or other external party report	NA

9	Other information relevant for decision making	All relevant details are provided in the annexure.

Sale, purchase or supply of goods or services, and trade advances

S. No.	Particulars	Information
1	Bidding or other process applied for choosing the party	NA
2	Basis of determination of price	NA
3	Trade advance — amount, tenure, whether self-liquidating	NA

ITEM NO. 13

The Company has ongoing and proposed business engagements with SRM RSB 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 ₹125 crore during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the company. 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. 13 for approval of the members as Ordinary Resolution
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the resolution set out at item no. 13

Basics of Related Party

S. No.	Particulars	Information
1	Name of the related party	SRM-RSB Projects (unincorporated joint venture)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Execution of civil engineering and infrastructure contracts

Relationship and ownership of the related party

S. No.	Particulars	Information
1	Relationship, nature of concern, and shareholding or capital contribution each way	Joint venture of the Company. Being an unincorporated joint venture it has no share capital; the Company's participating interest is 26 per cent, the profit-sharing ratio varying project-wise as disclosed in the notes to Form AOC-1. The joint venture holds no securities in the Company. No promoter, director or KMP holds any interest in the joint venture, directly or indirectly.

Details of previous transactions with the related party

S. No.	Particulars	Information
1	Total transactions during FY 2025-26, by nature of transaction	₹12,10,61,805 in aggregate. All related to execution of works.
2	Total transactions in FY 2026-27 up to the quarter immediately preceding the quarter in which approval is sought	₹ 32,63,45,409.32
3	Any default by the related party during FY 2025-26	No

Amount of the proposed transaction

S. No.	Particulars	Information
1	Amount placed for approval	₹125 crore
2	Whether, aggregated with current year transactions, the transaction is material	Yes
3	As a percentage of the Company's consolidated turnover for FY 2025-26	12.18 per cent of ₹1,025.57 crore
4	As a percentage of the subsidiary's standalone turnover	Not applicable — the Company is a party to the transaction
5	As a percentage of the related party's annual turnover for FY 2025-26	704.23%
6	Financial performance of the related party for FY 2025-26 — turnover, profit after tax, net worth	Turnover : ₹ 1774.97 Lakhs
		PAT : ₹63.16 Lakhs
		Net Worth : ₹ 315.37 Lakhs

Basic details of the proposed transaction

S. No.	Particulars	Information
1	Specific type of the proposed transaction	Related to the execution of work.
2	Details of each type of the proposed transaction	Transaction is only related to execution of work.
3	Tenure	From the conclusion of the 18th Annual General Meeting to the conclusion of the 19th Annual General Meeting, being approximately 12 months
4	Whether omnibus approval is being sought	No
5	Value during a financial year, with year-wise break-up	₹30 crores in FY 2026-27 and
		₹10 crore in FY 2027-28
6	Justification that the transaction is in the interest of the Company	To enhance project execution, resource utilization, business synergies and operational efficiency.
7	Interested promoters, directors and KMP, with name and shareholding in the related party	None of the Promoters, Directors and KMP are interested in the above resolution.
8	Copy of the valuation or other external party report	NA
9	Other information relevant for decision making	All relevant details are provided in the annexure.

(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

Sale, purchase or supply of goods or services, and trade advances

S. No.	Particulars	Information
1	Bidding or other process applied for choosing the party	NA
2	Basis of determination of price	NA
3	Trade advance — amount, tenure, whether self-liquidating	NA

ITEM NO. 14

The Company has ongoing and proposed business engagements with SRM-RKCPL 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 ₹700 crore during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the company. 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. 14 for approval of the members as Ordinary Resolution
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the resolution set out at item no. 14

Basics of Related Party

S. No.	Particulars	Information
1	Name of the related party	SRM-RKCPL (unincorporated joint venture)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Execution of civil engineering and infrastructure contracts

Relationship and ownership of the related party

S. No.	Particulars	Information
1	Relationship, nature of concern, and shareholding or capital contribution each way	Joint venture of the Company. Being an unincorporated joint venture it has no share capital; the Company's participating interest is 80 per cent, the profit-sharing ratio varying project-wise as disclosed in the notes to Form AOC-1. The joint venture holds no securities in the Company. No promoter, director or KMP holds any interest in the joint venture, directly or indirectly.

Details of previous transactions with the related party

S. No.	Particulars	Information
1	Total transactions during FY 2025-26, by nature of transaction	-
2	Total transactions in FY 2026-27 up to the quarter immediately preceding the quarter in which approval is sought	-
3	Any default by the related party during FY 2025-26	No

Amount of the proposed transaction

S. No.	Particulars	Information
1	Amount placed for approval	₹700 crore
2	Whether, aggregated with current year transactions, the transaction is material	Yes
3	As a percentage of the Company's consolidated turnover for FY 2025-26	68.26 per cent of ₹1,025.57 crore
4	As a percentage of the subsidiary's standalone turnover	Not applicable — the Company is a party to the transaction
5	As a percentage of the related party's annual turnover for FY 2025-26	-
6	Financial performance of the related party for FY 2025-26 — turnover, profit after tax, net worth	-

Basic details of the proposed transaction

S. No.	Particulars	Information
1	Specific type of the proposed transaction	Related to the execution of work.
2	Details of each type of the proposed transaction	Transaction is only related to execution of work.
3	Tenure	From the conclusion of the 18th Annual General Meeting to the conclusion of the 19th Annual General Meeting, being approximately 12 months
4	Whether omnibus approval is being sought	No
5	Value during a financial year, with year-wise break-up	₹ 300 crores in FY 2026-27 and ₹200 crores in FY 2027-28
6	Justification that the transaction is in the interest of the Company	To enhance project execution, resource utilization, business synergies and operational efficiency.
7	Interested promoters, directors and KMP, with name and shareholding in the related party	None of the Promoters, Directors and KMP are interested in the above resolution.
8	Copy of the valuation or other external party report	NA
9	Other information relevant for decision making	All relevant details are provided in the annexure.

Sale, purchase or supply of goods or services, and trade advances

S. No.	Particulars	Information
1	Bidding or other process applied for choosing the party	NA
2	Basis of determination of price	NA
3	Trade advance — amount, tenure, whether self-liquidating	NA

ITEM NO. 15

The Company has ongoing and proposed business engagements with Maccaferri Infrastructure Private Limited ("Subsidiary"), a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations.

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.
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 Maccaferri Infrastructure Private Limited (MIPL)(SUBSIDIARY) for an aggregate value not exceeding **₹200 crore** during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the company. 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. 15** for approval of the members as Ordinary Resolution
None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the resolution set out at item no. 15

Basics of Related Party

S. No.	Particulars	Information
1	Name of the related party	Maccaferri Infrastructure Private Limited (Subsidiary)

CIN: U45400JK2008PLC002933
Regd. Office: Sector-3, Near BJP Head Office, Trikuta Nagar, Jammu-180012
Telefax:0191 2472729. Email: srmcontractors@gmail.com;
GSTIN: 01AAMCS4397M1ZT

2	Country of incorporation of the related party	India
3	Nature of business of the related party	Execution of civil engineering and infrastructure contracts

Relationship and ownership of the related party

S. No.	Particulars	Information
1	Relationship, nature of concern, and shareholding or capital contribution each way	Subsidiary of the Company. MIPL, being a private company, has a share capital of ₹11.90 lakhs, in which the Company holds a participating interest of 38.25%. Mr. Sanjay Mehta, Chairman, and Mr. Puneet Pal Singh, Managing Director, are Directors on the Board of MIPL. Accordingly, their representation on the Board provides the Company with a direct interest in the affairs and management of MIPL.

Details of previous transactions with the related party

S. No.	Particulars	Information
1	Total transactions during FY 2025-26, by nature of transaction	₹26,35,30,293 in aggregate. All related to execution of works.
2	Total transactions in FY 2026-27 up to the quarter immediately preceding the quarter in which approval is sought	₹ 11,17,48,328.00
3	Any default by the related party during FY 2025-26	No

Amount of the proposed transaction

S. No.	Particulars	Information
1	Amount placed for approval	₹200 crore
2	Whether, aggregated with current year transactions, the transaction is material	Yes
3	As a percentage of the Company's consolidated turnover for FY 2025-26	19.50 per cent of ₹1,025.57 crore
4	As a percentage of the subsidiary's standalone turnover	Not applicable — the Company is a party to the transaction
5	As a percentage of the related party's annual turnover for FY 2025-26	74.94%
6		Turnover : ₹ 26689.17 Lakhs

	Financial performance of the related party for FY 2025-26 — turnover, profit after tax, net worth	PAT : ₹250.24 Lakhs Net Worth : ₹ 6646.54 Lakhs

Basic details of the proposed transaction

S. No.	Particulars	Information
1	Specific type of the proposed transaction	Related to the execution of work.
2	Details of each type of the proposed transaction	Transaction is only related to execution of work.
3	Tenure	From the conclusion of the 18th Annual General Meeting to the conclusion of the 19th Annual General Meeting, being approximately 12 months
4	Whether omnibus approval is being sought	No
5	Value during a financial year, with year-wise break-up	₹100 crore in FY 2026-27 and ₹80 crore in FY 2027-28
6	Justification that the transaction is in the interest of the Company	To enhance project execution, resource utilization, business synergies and operational efficiency.
7	Interested promoters, directors and KMP, with name and shareholding in the related party	Mr. Sanjay Mehta (Chairman) and Mr. Puneet Pal Singh (Managing Director) are interested in the above resolution.
8	Copy of the valuation or other external party report	NA
9	Other information relevant for decision making	All relevant details are provided in the annexure.

Sale, purchase or supply of goods or services, and trade advances

S. No.	Particulars	Information
1	Bidding or other process applied for choosing the party	NA
2	Basis of determination of price	NA
3	Trade advance — amount, tenure, whether self-liquidating	NA

ITEM NO. 16

The Company has ongoing and proposed business engagements with **Maccaferri Environmental Solutions Private Limited ("MESPL")**, a related party of the Company under the applicable provisions of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR

Regulations").

The proposed transactions with MESPL are in connection with the Company's infrastructure and construction business and are intended to facilitate the efficient execution of ongoing and upcoming projects.
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 the Company's contractual and operational requirements and are expected to facilitate timely execution of projects by leveraging the technical, operational and project execution capabilities available with the parties.

In view of the provisions of **Regulation 23(4) of the SEBI LODR Regulations** and the applicable provisions of the **Companies Act, 2013**, shareholder approval is being sought as the aggregate value of the proposed transactions may exceed the prescribed materiality thresholds.

The **Audit Committee and the Board of Directors** have considered and approved the proposal for entering into and/or continuing such transactions with MESPL for an aggregate value **not exceeding ₹250 crore**, during the period commencing from the conclusion of this Annual General Meeting and ending on the conclusion of the next Annual General Meeting of the Company.

All such transactions shall be undertaken **in the ordinary course of business and, wherever applicable, on an arm's length basis**, and shall be subject to the applicable provisions of law, the Company's Policy on Related Party Transactions and such terms and conditions as may be approved by the Audit Committee and the Board.

Basics of Related Party

S. No.	Particulars	Information
1	Name of the related party	Maccaferri Environmental Solutions Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Supplier of Material Services and related Transactions

Relationship and ownership of the related party

S. No.	Particulars	Information
1	Relationship, nature of concern, and shareholding or capital contribution each way	MESPL is a related party of the Company by virtue of an indirect relationship arising through MIPL

Details of Previous Transactions with the related Party

S. No.	Particulars	Information
1	Total transactions during FY 2025-26, by nature of transaction	₹in aggregate. All related to execution of works.
2	Total transactions in FY 2026-27 up to the quarter immediately preceding the quarter in which approval is sought	--
3	Any default by the related party during FY 2025-26	No

Amount of the proposed transaction

S. No.	Particulars	Information
1	Amount placed for approval	₹250 crore
2	Whether, aggregated with current year transactions, the transaction is material	Yes
3	As a percentage of the Company's consolidated turnover for FY 2025-26	24.37 per cent of ₹1,025.57 crore
4	As a percentage of the subsidiary's standalone turnover	Not applicable — the Company is a party to the transaction
5	As a percentage of the related party's annual turnover for FY 2025-26	-
6	Financial performance of the related party for FY 2025-26 — turnover, profit after tax, net worth	-

Basic details of the proposed transaction

S. No.	Particulars	Information
1	Specific type of the proposed transaction	Related to the supply of raw materials and related services to the Company.
2	Details of each type of the proposed transaction	Transaction is only related to supply of raw materials and related services.
3	Tenure	From the conclusion of the 18th Annual General Meeting to the conclusion of the 19th Annual General Meeting, being approximately 12 months
4	Whether omnibus approval is being sought	No
5	Value during a financial year, with year-wise break-up	-
6	Justification that the transaction is in the interest of the Company	To supply raw material and related services to the company.
7	Interested promoters, directors and KMP, with name and shareholding in the related party	None of the Promoters, Directors and KMP are interested in the above resolution.
8	Copy of the valuation or other external party report	NA
9	Other information relevant for decision making	All relevant details are provided in the annexure.

Sale, purchase or supply of goods or services, and trade advances

S. No.	**Particulars**	**Information**
1	Bidding or other process applied for choosing the party	NA
2	Basis of determination of price	NA
3	Trade advance — amount, tenure, whether self-liquidating	NA

By order of the Board of Directors
For SRM Contractors Limited
Sd/-
PUNEET PAL SINGH
MANAGING DIRECTOR
DIN:09740051

Place: Jammu
Date : 05-09-2026

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT /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	**Ms. Ashley Mehta**
DIN	08068781
Date of Birth	19-07-1999
Date of first appointment on the Board	01-04-2018
Brief Profile	Ms. Ashley Mehta is a Non-Executive Director of SRM Contractors Limited and a qualified Civil Engineer from Rutgers University. Associated with the Company since 2018, she brings valuable technical expertise and experience in marine and dredging projects, contributing to the Company's strategic direction and infrastructure development.
Qualification	B. TECH CIVIL ENGINEERING
Key Appointment Terms	Appointed for 5 years / Salary slab from 1.5 cr. to 3 cr.
Experience and Expertise in specific Functional area	Administration and overall management Related functions.
Number of Meetings of the Board attended During the year	4 out of 19
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 31stMarch,2026.	779442 Equity Shares
Relationship with other directors inter se, manager and other Key Managerial Personnel of the Company	Ms. Ashley Mehta is daughter of Mr. Sanjay Mehta Promoter/Director of the Company

Details of remuneration last drawn (FinancialYear2025-26)	NIL