SMT ENGINEERING LIMITED
(Formerly known as Adarsh Mercantile Limited)
Corporate Identity Number (CIN): L33120MP1992PLC080093
compliance@saimachinetools.com
www.smtel.in +91 9109197950
Reg.Off : Plot No. 23d 'Sector A' Sanwer Road Industrial Area, Near Parle G Biscuit Factory, Indore 452015 (M.P.) India.

Date: 05.09.2026

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Unit: SMT Engineering Ltd (Scrip code: 538563)

Subject: Submission of Notice of the Annual General Meeting

Dear Sir/Madam,

This is to inform that the 34th Annual General Meeting ('AGM') of the Members of SMT Engineering Limited will be held through Video Conferencing (VC)/Other Audio Visual Means (OAVM) on Wednesday, the 30th day of September, 2026 at 12.30 PM (IST), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the Annual General Meeting is enclosed herewith. The Notice of the AGM and Annual Report for FY 2025-26 can be assessed / downloaded from the Company's website www.smtel.in. Further, we are submitting such information in XBRL mode also.

In accordance with the circulars issued by the MCA and SEBI, the Annual Report of the Company for the financial year 2025-26 along with the Notice convening AGM is being sent through electronic mode to those members of the Company whose email address are registered with the RTA/Company/Depositories; and for Members who have not registered their e-mail address, a letter containing web-link of the website where details pertaining to the entire Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories.

The Company is providing the facility to the Members, to exercise their right to vote through remote e-voting in respect of the resolution proposed as set-forth in the Notice through the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) during the remote e-voting period. The remote e-voting facility will be available during the following period:

a. Day, date and time of commencement of remote e-voting: Sunday, 27th September, 2026 at 9.00 a.m. (IST).

b. Day, date and time of end of remote e-voting: Tuesday, 29th September, 2026 at 5.00 p.m. (IST).

The Company has fixed Wednesday, 23rd September, 2026, as the "Cut-off Date" for identifying the members who shall be eligible for voting either through remote e-voting during the remote e-voting period and for participation in the AGM.

The Notice of the AGM and Annual Report for FY 2025-26 can be assessed/downloaded from the Company's website at following link:

Notice of the AGM and the Annual Report for the F.Y. 2025-26	https://smtel.in/investor-relation/

Kindly arrange to take the same on your records.

For SMT Engineering Limited
(Formerly known as Adarsh Mercantile Limited)

Ajay Jaiswal

Digitally signed by Ajay Jaiswal
DN: c=IN, o=Personal, postalCode=452009, l=Indore, st=Madhya Pradesh, street=6 BEHIND ANNPURNA POLICE STATION, Indore, Madhya Pradesh India 452009 NEAR TO SHRI SOMESHWAR MAHADEV MANDIR, title=0003, 2.5.4.20=de36667ce5cddbfe5205cdec899f1d6f5d50949ee0e9f8fd3ec88e30e1baf05c, serialNumber=27df33b96cc415b985cb609ff8a0b11ac54d85633504187c3c49105995f5f6b2, email=Compliance@saimachinetools.com, cn=Ajay Jaiswal
Date: 2026.09.05 11:29:23 +05'30'

Ajay Jaiswal
Managing Director
DIN: 01754887

compliance@saimachinetools.com | Reg.Off : Plot No. 23d **'Sector A'** Sanwer Road Industrial Area,
www.smtel.in +91 9109197950 | Near Parle G Biscuit Factory, Indore 452015 (M.P.) India.

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of **SMT ENGINEERING LIMITED** *(Formerly known as Adarsh Mercantile Limited)* ("the company") will be held on Wednesday the 30th day of September 2026 at 12:30 P.M. through Video Conferencing ("VC") /Other Audio-Visual Means (OAVM) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA Circulars to transact the following businesses: -

ORDINARY BUSINESS: -

1. **To adopt the Audited - Standalone Financial Statements**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. **To adopt the Audited - Consolidated Financial Statements**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

3. **To appoint a Director in place of Mr. Vishal Jaiswal (DIN: 01741062), who Retires by Rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment**

   Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Vishal Jaiswal (DIN: 01741062), Whole Time Director, of the Company whose office is liable to retire at this Annual General Meeting, being eligible, seeks re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Vishal Jaiswal (DIN: 01741062), Whole Time Director, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as the Whole Time Director of the Company."

   The information required pursuant to Regulation 36(3) of the Listing Regulations, 2015 is attached herewith as **Annexure 1(A).**

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

SPECIAL BUSINESS: -

4. **INCREASE IN AUTHORISED SHARE CAPITAL 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 Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 18,10,00,000 (Rupees Eighteen Crore Ten Lakhs only) divided into 1,81,00,000 equity shares of Rs. 10/- (Rupees Ten only) to Rs. 19,10,00,000 (Rupees Nineteen Crore Ten Lakhs only) divided into 1,91,00,000 equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby accorded to alteration of Clause V of the Memorandum of Association of the Company by substituting the following new Clause V as under:

Clause V. The Authorized Share Capital of the Company is Rs. 19,10,00,000 (Rupees Nineteen Crore Ten Lakhs only) divided into 1,91,00,000 equity shares of Rs. 10/- (Rupees Ten only);

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and digitally sign and uploading of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

5. **TO CONSIDER AND APPROVE ISSUE OF UPTO 1,42,858 (ONE LAKH, FORTY TWO THOUSAND, EIGHT HUNDRED AND FIFTY EIGHT ONLY) SHARE WARRANTS, EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR, ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) TO THE IDENTIFIED PROMOTERS ON PREFERENTIAL BASIS:**

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

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued thereon from time to time by Securities and Exchange Board of India (the "SEBI"), Stock Exchanges, Ministry of Corporate Affairs ("MCA") and/or any other competent authorities (hereinafter singly or collectively referred to as the "Appropriate Authorities") Consent of the Members of the company, be and is hereby accorded to create, offer, issue and allot, up to 1,42,858 (One Lakh Forty Two Thousand Eight Hundred Fifty Eight only) Share Warrants, each convertible into, or exchangeable for, one fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) ("Warrants") at a price of Rs. 280/- (Rupees Two Hundred Eighty Only) (including the premium of Rs. 270/-) each payable in cash ("Warrant Issue Price"), aggregating up to Rs. 4,00,00,240/- (Rupees Four Crores Two Hundred and Forty Only) ("Total Issue Size") on a preferential basis to promoters as listed below ("Proposed Allottees of Warrants") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 70/- (Rupees Seventy Only) for each Warrants, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 210/- (Rupees Two Hundred and Ten only) which is equivalent to 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect;

Details of the Proposed Allottees of Warrants-

Sr. No	Name of the Proposed Allottees	Number of Warrants	Proposed Status / Category
1.	Ajay Jaiswal	35,715	Promoter
2.	Vishal Jaiswal	35,715	Promoter
3.	Shikha Jaiswal	35,714	Promoter
4.	Niharika Jaiswal	35,714	Promoter
Total			

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 31st August, 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.

b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.

c) An amount equivalent to at least 25% of the warrant issue price i.e. Rs. 70/- (Rupees Seventy Only) per warrant shall be payable upfront along with the application and the balance 75% (i.e. Rs. 210/- (Rupees Two Hundred Ten only) shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.

d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.

e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.

h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 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 balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.

i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.

j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees:

(i) receives such number of equity shares that proposed allottees would have been entitled to receive; and
(ii) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

"RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s);

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution;

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

"RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

6. **To approve material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited and M/s Prakhar Industries**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and in accordance with the Related Party Transaction Policy of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, as per the recommendation of the Audit Committee and the Board of Directors 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), by SAI Machine Tools Private Limited ("material subsidiary"), with M/s Prakhar Industries ("Related Party"), on such terms and conditions as may be agreed upon between the parties, for an aggregate value not exceeding Rs. 25 Crores (Rupees Twenty Five Crores only) as more particularly set out in the Explanatory Statement annexed to the Notice convening this General Meeting, and the said approval shall remain valid till the date of the next annual general meeting, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

"RESOLVED FURTHER THAT the aforesaid transactions shall be undertaken on such terms and conditions as may be considered appropriate by the Board of Directors of the Company and/or the Audit Committee, in accordance with applicable laws and the Company's Related Party Transaction Policy, and shall be carried out on an arm's length basis and in the ordinary course of business, wherever applicable;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including finalising the terms and conditions of the transactions, executing necessary documents and making such filings, disclosures and compliances as may be required under applicable laws;

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

7. **To approve material related party transactions between Subsidiary, M/s Chemerix Life Sciences Private Limited and M/s Prakhar Industries**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and in accordance with the Related Party Transaction Policy of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, 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 constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into and to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), by Chemerix Life Sciences Private Limited ("Subsidiary"), with M/s Prakhar Industries ("Related Party"), on such terms and conditions as may be agreed upon between the parties, for an aggregate value not exceeding Rs. 25 Crores (Rupees Twenty Five Crores only) as more particularly set out in the Explanatory Statement annexed to the Notice convening this General Meeting, and the said approval shall remain valid till the date of the next annual general meeting, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

"RESOLVED FURTHER THAT the aforesaid transactions shall be undertaken on such terms and conditions as may be considered appropriate by the Board of Directors of the Company and/or the Audit Committee, in accordance with applicable laws and the Company's Related Party Transaction Policy, and shall be carried out on an arm's length basis and in the ordinary course of business, wherever applicable;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including finalising the terms and conditions of the transactions, executing necessary documents and making such filings, disclosures and compliances as may be required under applicable laws;

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

8. **To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with M/s SMT Plast**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and in accordance with the Related Party Transaction Policy of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary,and as per the recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company be and hereby approve and ratify the existing contract(s)/ arrangement(s)/ transaction(s) (whether done by way of an individual transaction or transactions taken together or series of transactions or otherwise), by SAI Machine Tools Private Limited ("Material Subsidiary") with M/s SMT Plast ("Related Party"), on such terms and conditions as agreed by the parties, for an aggregate value not exceeding Rs.12.12 Crores, during the financial year 2025-26, on an arm's length basis and in the ordinary course of business, as more particularly set out in the Explanatory Statement annexed to the Notice convening this General Meeting;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including, executing necessary documents and making such filings, disclosures and compliances as may be required under applicable laws;

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

9. **<u>To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with M/s Prakhar Industries</u>**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and in accordance with the Related Party Transaction Policy of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company be and hereby approve and ratify the existing contract(s)/ arrangement(s)/ transaction(s) (whether done by way of an individual transaction or transactions taken together or series of transactions or otherwise), by SAI Machine Tools Private Limited ("Material Subsidiary") with M/s Prakhar Industries ("Related Party"), on such terms and conditions as agreed by the parties, for an aggregate value not exceeding Rs.18.30 Crores, during the financial year 2025-26, on an arm's length basis and in the ordinary course of business, as more particularly set out in the Explanatory Statement annexed to the Notice convening this General Meeting;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including, executing necessary documents and making such filings, disclosures and compliances as may be required under applicable laws;

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

10. **<u>To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with M/s Softcare Solutions</u>**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and in accordance with the Related Party Transaction Policy of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company be and hereby approve and ratify the existing contract(s)/ arrangement(s)/ transaction(s) (whether done by way of an individual transaction or transactions taken together or series of transactions or otherwise), by SAI Machine Tools Private Limited ("Material Subsidiary") with M/s Softcare Solutions ("Related Party"), on such terms and conditions as agreed by the parties, for an aggregate value not exceeding Rs.2.99 Crores, during the financial year 2025-26, on an arm's length basis and in the ordinary course of business, as more particularly set out in the Explanatory Statement annexed to the Notice convening this General Meeting;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including, executing necessary documents and making such filings, disclosures and compliances as may be required under applicable laws;

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

11. **<u>To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with Mr. Ajay Jaiswal</u>**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and in accordance with the Related Party Transaction Policy of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company be and hereby approve and ratify the existing contract(s)/ arrangement(s)/ transaction(s) (whether done by way of an individual transaction or transactions taken together or series of transactions or otherwise), by SAI Machine Tools Private Limited ("Material Subsidiary") with Mr. Ajay Jaiswal ("Related Party"), on such terms and conditions as agreed by the parties, for an aggregate value not exceeding Rs.3.33 Crores, during the financial year 2025-26, on an arm's length basis and in the ordinary course of business, as more particularly set out in the Explanatory Statement annexed to the Notice convening this General Meeting;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including, executing necessary documents and making such filings, disclosures and compliances as may be required under applicable laws;

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

For SMT Engineering Limited
(Formerly known as Adarsh Mercantile Limited)

Date: 03.09.2026
Place: Indore

Ajay Jaiswal
Managing Director
DIN: 01754887

Registered Office:
Plot No. 23 D Sector A Sanwer Road Industrial Area,
Near Parle G Biscuit Factory,
Indore 452015 Madhya Pradesh, India
CIN: L33120MP1992PLC080093
Email Id: compliance@saimachinetools.com
Website: www.smtel.in
Contact Details +91 9109197950

NOTES: (Forming part of Notice convening the Annual General Meeting of the company)

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.smtel.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023 and **General circular No. 09/2024 dated 19.09.2024 and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM till further orders,** in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Sunday, 27th September, 2026 at (09:00 A.M.)** and ends on **Tuesday, 29th September, 2026 at (05:00) P.M**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **23rd September, 2026,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <SMT ENGINEERING LIMITED> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@saimachinetools.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@saimachinetools.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at ashoksen@nichetechpl.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

For SMT Engineering Limited
(Formerly known as Adarsh Mercantile Limited)

Date: 03.09.2026
Place: Indore

Ajay Jaiswal
Managing Director
DIN: 01754887

Registered Office:
Plot No. 23-D, Sector-A, Sanwer Road, Industrial Area,
Near Parle G Biscuit Factory, Indore, Madhya Pradesh, India 452015.
CIN: L33120MP1992PLC080093
Email Id: compliance@saimachinetools.com
Website: www.smtel.in
Contact Details +91 9109197950

ANNEXURE TO THE AGM NOTICE

Item No. 3: Additional Information about the Directors seeking Re-appointment, Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI:

S.No.	Annexure-1(A)	
1.	**Brief resume of the Director**	
	Name	Vishal Jaiswal
	Designation	Whole Time Director
	DIN	01741062
	Age	48 Years
	Nationality	Indian
	Qualification	Bachelors in BSc.
	Date of First Appointment in the Board	Originally appointed on 07th March, 2025 (further Regularized w.e.f. 12th May, 2025)
2.	Nature of Expertise in specific functional areas	Mr. Vishal Jaiswal is a highly skilled and Innovative Technical Director, Managing Technical operations and leading teams. Seeking to leverage expertise in software development, project management, and strategic planning to drive technological advancements and improve operational efficiency at a forward-thinking organization. Committed to implementing the latest technologies and fostering a culture of innovation to maintain competitive advantage.
3.	Disclosure of Relationship between Directors (Inter-se), Manager and other Key Managerial Personnel of the company	He is the brother of Mr. Ajay Jaiswal and the son of Mr. Ashok Jaiswal.
4.	List of Directorship held in other companies	Chemerix Life Sciences Private Limited Sai Machine Tools Private Limited Greenpath Polymers Private Limited SMT Global Private Limited
5.	Names of listed entities in which the person also holds the directorship	Nil
6.	Names of Listed Entities in which the person holds membership / chairmanship of Committees of the Board	Nil
7.	Names of Listed Entities from which the person has resigned in the past three years	Nil
8.	Shareholding in the Company including shareholding as a beneficial owner	As on 31st March, 2026, Mr. Vishal Jaiswal holds 34,92,964 Equity Shares (19.33%) of the Company
9.	Terms and conditions of appointment/ re-appointment	No changes in existing terms and conditions of appointment
10.	Details of remuneration sought to be paid	
11.	Details of remuneration last drawn	
12.	In case of Independent Director: The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.
13.	Number of Meetings of the Board attended during the year (2025-26)	12

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4: Increase in Authorised Share Capital of the Company

The present Authorised Share Capital of the Company is Rs. 18,10,00,000 (Rupees Eighteen Crore Ten Lakhs only) divided into 1,81,00,000 equity shares of Rs. 10/- (Rupees Ten only) each, the Board at its Meeting held on 03rd September, 2026 had accorded its approval for increasing the Authorised Share Capital up to Rs. 19,10,00,000 (Rupees Nineteen Crore Ten Lakhs only) divided into 1,91,00,000 equity shares of Rs. 10/- (Rupees Ten only) each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 4 of this Notice, for the approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No.5: To Consider and approve Issue of upto 1,42,858 (One Lakh, Forty Two Thousand, Eight Hundred Fifty Eight only) Share Warrants, each convertible into, or Exchangeable for, one Equity Share of the Company within the period of 18 (Eighteen Months) to the Identified Promoters

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements. The proposed funds will be utilized for investment in the subsidiary companies for their working capital requirements and for general corporate purpose and to expand the existing business of the Subsidiaries.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 03rd September, 2026 in accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (ICDR) Regulations as amended from time to time, proposed to issue and allot upto 1,42,858 (One Lakh, Forty Two Thousand, Eight Hundred Fifty Eight only) Share Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 280/- (Rupees Two hundred Eighty only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs. 4,00,00,240/- (Rupees Four Crores Two Hundred Forty Only) ("Total Issue Size") on a preferential basis to the promoters of the Company ("Warrant Holder(s)"/"Proposed Allottee(s)"), on preferential basis, subject to the approval of Members of the Company and other necessary approval(s).

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

Consequent to the allotment of allotment of warrants including resultant equity shares arising out of exercise of option attached to Warrants to the proposed allottees, the shareholding of the Promoters and Promoter Group will increase as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

Objects of the Preferential Issue:

Purpose for which issue proceeds is proposed to be utilized	Total Estimated amount to be utilized (In Rs.)*	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
Investment in the subsidiary companies for their working capital requirements and for general corporate purpose and to expand the existing business of the Subsidiaries.	400,00,240	Within 12 months
Total	400,00,240	

*Considering 100% conversion of warrants into equity shares within stipulated time.

As the proposed total issue size does not exceed Rs. 100 crores, thus Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, appointment of Monitoring Agency is not applicable.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Any amount in excess utilized portion of the receipt under general corporate purpose will be utilised by the Company for meeting the requirement of above subsidiaries.

The funds will be kept as Deposits/Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out to issue 1,42,858 (One Lakh, Forty Two Thousand, Eight Hundred Fifty Eight only) Share Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 280/- (Rupees Two Hundred Eighty only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 4,00,00,240/- (Rupees Four Crores Two Hundred Forty Only) ("Total Issue Size") on a preferential basis to promoter group listed below ("Warrant Holder(s)" / "Proposed Allottee(s)") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 70/- (Rupees Seventy Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of Rs. 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 210/- (Rupees Two Hundred Ten only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price.

i. The resultant Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

ii. The Warrants and the resultant Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

iii. The Warrants shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

iv. The issue and allotment of Warrants and resultant Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

v. The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

vi. An amount equivalent to at least 25% of the warrant issue price i.e. Rs. 70/- (Rupees Seventy Only) per warrant shall be payable upfront along with the application and the balance 75% i.e. Rs. 210/- (Rupees Two Hundred Ten only) shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares. .

vii. The issue and the allotment of Warrants and the resultant Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

viii. The Warrants to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

ix. The Proposed Preferential Allotment has been approved by the Board of Directors in their meeting held on 03rd September, 2026, subject to the approval of Members of the Company and other necessary approval(s).

Intention of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:
Except the identified promoters, None of the other Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares, as follows:

Sl. No.	**Category**	**Pre-issue shareholding**		**Post- issue shareholding ***	
		No. of Equity Shares	**% Of Shareholding**	**No. of Equity Shares**	**% Of Shareholding**
A	**Promoters and Promoter Group Holding**				
1	Indian				
	Individuals/Hindu undivided Family	1,21,86,724	67.44	1,23,29,582	67.70
	Bodies corporate	-	-	-	-
2	Foreign	-	-	-	-
	Sub Total (A)	**1,21,86,724**	**67.44**	**1,23,29,582**	**67.70**
B	**Non-Promoter Holding**				
1	**Institutional investors**	-	-	-	-
2	**Non – Institutions**				
	Private corporate bodies	1,56,765	0.87	1,56,765	0.86
	Directors and relatives	-	-	-	-
	Indian public	57,26,491	31.69	57,26,451	31.44
	others (including NRIs)	20	0.00	60	0.00
	Sub-Total (B)	**58,83,276**	**32.56**	**58,83,276**	**32.30**
Grand Total (A+B)		**1,80,70,000**	**100.00**	**182,12,858**	**100**

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the equity shares.

Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:
The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

Name/ identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue, and the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee	Pre- issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post allotment of Equity*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	Ajay Jaiswal	Promoter	N.A.	36,01,492	19.93	35,715	36,37,207	19.97	Promoter
2.	Vishal Jaiswal	Promoter	N.A.	34,92,964	19.33	35,715	35,28,679	19.37	Promoter
3.	Shikha Jaiswal	Promoter	N.A.	5,56,276	3.08	35,714	5,91,990	3.25	Promoter
4.	Niharika Jaiswal	Promoter	N.A.	6,70,338	3.71	35,714	7,06,052	3.88	Promoter

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

The Company hereby undertakes that, it would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.

The Company hereby undertakes that, if the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the Equity shares to be allotted shall be continued to be locked in till such amount is paid by the allottees.
All the equity shares held by the proposed allottees in the company are in dematerialized form only.

Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:
It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

Certificate:
As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practicing company secretary can also be accessed on the company website on https://smtel.in/investor-relation/.

Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:
The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”).

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is 31st August, 2026, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

Pricing for allotment on preferential basis for allottees:
As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the value per Equity Shares Rs. 280/- (Rupees Two Hundred and Eighty Only), upon each warrant get fully converted into equity of Rs. 10/- each after exercising the attached right upon paying the full amount, which is not less than the price as determined by the registered valuer i.e. Rs. 276 (Rupees Two Hundred and Seventy Six Only)/- .

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, can also be accessed on the company website on the following link https://smtel.in/investor-relation/

The class or classes of persons to whom the allotment is proposed to be made:
The Preferential Allotment is proposed to be made to the promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:
There shall be no change in management or control of the Company pursuant to the issue and allotment of warrants and the resultant equity shares.

No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

Name and Address of Valuer who performed Valuation:
The valuation was conducted by Mr. Pankaj Shah, Chartered Accountant and Registered Valuer.
Office Address: 112-114, Manas Bhawan,
1st Floor, 11 R.N.T. Marg, Indore (M.P.) 452001
Email: pankajgshah@gmail.com
Mobile: +91 96918 93040

The above information is also available on the Company's website at the following link https://smtel.in/investor-relation/

Amount which the Company intends to raise by way of issue of Warrants / Equity Shares
Rs. 4,00,00,240/- (Rupees Four Crores and Two Hundred Forty Only).

Principal terms of Assets charged as securities:
Not Applicable

Valuation for consideration other than cash:
Not applicable.

Listing:
The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares to be issued on the conversion of warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

Material terms of raising such securities:
The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:
The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:
(i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

(ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

(iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

(iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

(v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.

(vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

(vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

C. Lock-in:
The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:
The Warrants shall not carry any voting rights until they are converted into equity shares.

SEBI Takeover Code:
In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:
The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis under Regulation 159 of SEBI (ICDR) Regulations. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

Compliances:
The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (LODR) Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

Other disclosures/undertaking
a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
g) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

Approval under the Companies Act:
Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said warrants and the equity shares on conversion of warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 5 in the accompanying notice for approval by the Members.

Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal Directors and their relatives Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal, being interested, shall not vote in this matter. None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No.6: To approve material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited and M/s Prakhar Industries

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, require that all material related party transactions and subsequent material modifications thereto, as defined under the SEBI Listing Regulations, shall require prior approval of the shareholders of the listed entity.

SAI Machine Tools Private Limited is a material subsidiary of SMT Engineering Limited ("the Company"). Material subsidiary proposes to enter into certain related party transaction(s) with M/s Prakhar Industries ("Prakhar Industries"), a sole proprietorship firm owned by Mr. Vishal Jaiswal, Whole-time Director of the Company. The proposed transactions primarily relate to purchase of goods/services, in the ordinary course of business and on an arm's length basis, on such terms and conditions as may be mutually agreed between the parties from time to time.

The proposed transaction are necessary for the efficient business operations and requirements of material subsidiary and are expected to contribute to the efficient conduct of its business activities. The transactions will be undertaken based on prevailing commercial terms and conditions and in accordance with the applicable provisions of law and the Company's Related Party Transaction Policy.

The aforesaid transaction(s) by the material subsidiary with Prakhar Industries, for Financial Year 2026-27 are estimated to be Rs. 25 Crore (Rupees Twenty Five Crores only) and the transaction amount exceeds the threshold prescribed for materiality i.e. Rs. 16.20 Crores (10% of the Consolidated Turnover of the Company for the FY ended March 31, 2026) and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The Audit Committee of the Company has reviewed and approved the proposed related party transactions and has recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee, has approved the proposal and recommends the resolution set out at Item No.6 of the accompanying Notice for approval of the Members.

The Audit Committee has reviewed the certificate provided by Managing Director cum Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The details of the proposed related party transactions, as required under the applicable provisions of the Companies Act, 2013 and the SEBI Master Circular dated 30th January, 2026, read with SEBI circular dated 26th June, 2025, are as follows:

Particulars	**Details**
Name of the related party	Prakhar Industries
Name of the Director/KMP who is related	Mr. Vishal Jaiswal
Nature of relationship	Prakhar Industries is a sole proprietorship concern owned by Mr. Vishal Jaiswal
Nature of transaction	Purchase of goods / services
Material terms of the transaction	Transactions shall be undertaken on mutually agreed commercial terms
Tenure of the transaction	During the financial year 2026-27
Maximum aggregate value of transaction	Rs. 25 Crores
Basis for determining the price	Arm's length basis and prevailing market/commercial terms
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is at arm's length	Yes
Any advance paid or received	5.33 Crores
Any other relevant information	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.No	Particulars of the information	Information to be provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	Prakhar Industries

<table>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Trading of Machinery including parts used for the manufacturing of rubber or plastic products.</td></tr>
<tr><td colspan="3"><u>A(2). Relationship and ownership of the related party</u></td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</td><td>Prakhar Industries is a sole proprietorship concern owned by Mr. Vishal Jaiswal.</td></tr>
<tr><td></td><td>- Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td></td><td>- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Nil</td></tr>
<tr><td></td><td>- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>121,86,724 Equity Shares (67.44%)</td></tr>
<tr><td colspan="3"><u>A(3). Details of previous transactions with the related party</u></td></tr>
<tr><td>1.</td><td colspan="2">Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.
<table><tr><td>S.No.</td><td>Nature of Transactions</td><td>FY 2025-26 (Rs. In Cr.)</td></tr><tr><td>1.</td><td>Purchase of Goods (exclusive of GST)</td><td>18.30</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>1.88 Crores (Approx.) exclusive of GST</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3"><u>A(4). Amount of the proposed transaction(s)</u></td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>25 Crores</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>15.41%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>15.41%</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>136.61%</td></tr>
<tr><td>6.</td><td colspan="2">Financial performance of the related party for the immediately preceding financial year:
<table><tr><td>Particulars</td><td>FY 2025-26 (Rs. In Cr.)</td></tr><tr><td>Turnover</td><td>18.30</td></tr><tr><td>Profit After Tax</td><td>0.36</td></tr><tr><td>Net worth</td><td>3.58</td></tr></table></td></tr>
<tr><td colspan="3"><u>A(5). Basic details of the proposed transaction</u></td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan,</td><td>Purchase of goods/services</td></tr>
</table>

	borrowing etc.)	
2.	Details of each type of the proposed transaction	Purchase of goods/services in the ordinary course of business.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 (One) Year from the date of passing of this resolution.
4.	Whether omnibus approval is being sought?	*Yes*
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	25 Crore (Rupees Twenty Five Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT are in the interest of the Company as they enable it to leverage the operational expertise and capabilities of material subsidiary in the manufacturing of extrusion and other related machines and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Further, the integrated business model between the Company and material subsidiary results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. Accordingly, RPT contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vishal Jaiswal has 100% Capital Contribution in the Prakhar Industries
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

<u>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</u>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for purchase of goods/services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
2.	Basis of determination of price.	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the

		transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	5.33 Crores
	b. Tenure	12 Months
	c. Whether same is self-liquidating?	Yes. The trade advance is self-liquidating and shall be adjusted against the value of goods/services to be supplied/procured during the tenure of 12 months.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not.

Accordingly Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.None of the other Directors, 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. 6 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

Item No.7: To approve material related party transactions between Subsidiary, M/s Chemerix Life Sciences Private Limited and M/s Prakhar Industries

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, require that all material related party transactions and subsequent material modifications thereto, as defined under the SEBI Listing Regulations, shall require prior approval of the shareholders of the listed entity.

Chemerix Life Sciences Private Limited is a wholly owned subsidiary of SAI Machine Tools Private Limited, accordingly it is a step down - wholly owned subsidiary of the Company. Subsidiary proposes to enter into certain related party transaction(s) with M/s Prakhar Industries ("Prakhar Industries"), a sole proprietorship firm owned by Mr. Vishal Jaiswal, Whole-time Director of the Company. The proposed transactions primarily relate to purchase of goods/services, for the establishment of the factory unit and in the ordinary course of business and on an arm's length basis, on such terms and conditions as may be mutually agreed between the parties from time to time.

The proposed transaction are necessary for the establishment of efficient business operations and requirements of subsidiary. The transactions will be undertaken based on prevailing commercial terms and conditions and in accordance with the applicable provisions of law and the Company's Related Party Transaction Policy.

The aforesaid transaction(s) by the Subsidiary with Prakhar Industries, for Financial Year 2026-27 are estimated to be Rs. 25 Crore (Rupees Twenty Five Crores only) and the transaction amount exceeds the threshold prescribed for materiality i.e. Rs. 16.20 Crores (10% of the Consolidated Turnover of the Company for the FY ended March 31, 2026) and therefore, it is a material related party transaction. Accordingly, requires approval of the Members of the Company by way of passing of an Ordinary Resolution.

The Audit Committee of the Company has reviewed and approved the proposed related party transactions and has recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee, has approved the proposal and recommends the resolution set out at Item No.7 of the accompanying Notice for approval of the Members.

The Audit Committee has reviewed the certificate provided by Managing Director cum Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The details of the proposed related party transactions, as required under the applicable provisions of the Companies Act, 2013 and the SEBI Master Circular dated 30th January, 2026, read with SEBI circular dated 26th June, 2025, are as follows:

Particulars	Details
Name of the related party	Prakhar Industries
Name of the Director/KMP who is related	Mr. Vishal Jaiswal
Nature of relationship	Prakhar Industries is a sole proprietorship concern owned by Mr. Vishal Jaiswal
Nature of transaction	Purchase of goods / services
Material terms of the transaction	Transactions shall be undertaken on mutually agreed commercial terms
Tenure of the transaction	During the financial year 2026-27
Maximum aggregate value of transaction	Rs. 25 Crores
Basis for determining the price	Arm's length basis and prevailing market/commercial terms
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is at arm's length	Yes
Any advance paid or received	3.25 Crores
Any other relevant information	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.No	Particulars of the information	Information to be provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	Prakhar Industries
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading of Machinery including parts, equipment's used for the manufacturing of rubber, plastic and other products.
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Prakhar Industries is a sole proprietorship concern owned by Mr. Vishal Jaiswal.
	- Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
	- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	121,86,724 Equity Shares (67.44%)
A(3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	Not Applicable
2.	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	0.83 Cr
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	25 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	15.41%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Nil (The Subsidiary did not have any turnover during the immediately preceding financial year.)
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	136.61%
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2025-26 (Rs. In Cr.)
Turnover	18.30
Profit After Tax	0.36
Net worth	3.58

A(5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of goods/services
2.	Details of each type of the proposed transaction	Purchase of goods/services in the ordinary course of business.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 (One) Year from the date of passing of this resolution.
4.	Whether omnibus approval is being sought?	*Yes*
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	25 Crore (Rupees Twenty Five Crore Only). As omnibus approval is sought for the aforesaid related party transactions, the estimated break-up financial year-wise is not applicable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT are in the interest of the Company as they enable it to leverage the operational expertise and capabilities of material subsidiary in the manufacturing of extrusion and other related machines and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Further, the integrated business model between the Company and material subsidiary results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. Accordingly, RPT contribute to enhanced

		operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vishal Jaiswal has 100% Capital Contribution in the Prakhar Industries
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for purchase of goods/services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
2.	Basis of determination of price.	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	3.25 Crores
	b. Tenure	12 Months
	c. Whether same is self-liquidating?	Yes. The trade advance is self-liquidating and shall be adjusted against the value of goods/services to be supplied/procured during the tenure of 12 months.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not.

Accordingly Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.None of the other Directors, 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. 7 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 7 for approval of the Members as an Ordinary Resolution.

Item No.8: To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with M/s SMT Plast

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, provide that all material related party transactions and subsequent material modifications thereto, as defined under the SEBI Listing Regulations, shall require prior approval of the shareholders of the listed entity, subject to the exemptions prescribed under the said Regulations.

SAI Machine Tools Private Limited (“SAI Machine Tools”) is a material subsidiary of SMT Engineering Limited (“the Company”). During the Financial Year 2025-26, SAI Machine Tools entered into certain related party transactions with M/s SMT Plast (“SMT Plast”), a sole proprietorship concern owned by Mr. Ashok Jaiswal, Non-Executive Director of the Company.

The aforesaid transactions primarily related to the purchase of assets and purchase of goods and were undertaken in the ordinary course of business and on an arm’s length basis, based on prevailing commercial terms and conditions mutually agreed between the parties. The transactions were undertaken in the ordinary course of the business of SAI Machine Tools and were considered necessary for meeting its business and operational requirements.

However, the aforesaid transactions were entered into without obtaining the requisite prior approval of the members of the Company, as required under the applicable provisions of Regulation 23 of the SEBI Listing Regulations. Accordingly, the transactions are being placed before the members of the Company for their consideration and ratification.

The aggregate value of the aforesaid related party transactions entered into by SAI Machine Tools with SMT Plast during the Financial Year 2025-26 was approximately Rs.12.12 Crores (Rupees Twelve Crores and Twelve Lakhs only). The aggregate value of the transactions exceeded the applicable materiality threshold of Rs. 2.10 Crores, being 10% of the annual consolidated turnover of the Company as per its last audited financial statements for the Financial Year ended March 31, 2025. Accordingly, the aforesaid transactions constitute material related party transactions under the applicable provisions of the SEBI Listing Regulations.

The Audit Committee of the Company has reviewed the details of the aforesaid related party transactions, including the nature, value and terms thereof, and has recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out in the accompanying Notice for consideration and approval of the Members of the Company.

The Audit Committee has also considered the certificate furnished by the Managing Director-cum-Chief Financial Officer of the Company in accordance with the applicable RPT Industry Standards prescribed by the Securities and Exchange Board of India, confirming the relevant particulars and disclosures in respect of the aforesaid related party transactions.

The details of the related party transactions, as required under the applicable provisions of the Companies Act, 2013 and the SEBI Master Circular dated 30th January, 2026, read with SEBI circular dated 26th June, 2025, are as follows:

Particulars	**Details**
Name of the related party	SMT Plast
Name of the Director/KMP who is related	Mr. Ashok Jaiswal
Nature of relationship	SMT Plast is a sole proprietorship concern owned by Mr. Ashok Jaiswal
Nature of transaction	Purchase of goods and Assets
Material terms of the transaction	Transactions were undertaken on mutually agreed commercial terms
Tenure of the transaction	FY 2025-26
Maximum aggregate value of transaction	Rs. 12.12 Crores approx.
Basis for determining the price	Arm’s length basis and prevailing market/commercial terms
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is at arm’s length	Yes
Any advance paid or received	7.10 Crores

Particulars	**Details**
Any other relevant information	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.No	Particulars of the information	Information to be provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	SMT Plast
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading of Machinery including parts, equipment's used for the manufacturing of rubber, plastic and other products.
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SMT Plast is a sole proprietorship concern owned by Mr. Ashok Jaiswal.
	- Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
	- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	121,86,724 Equity Shares (67.44%)
A(3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year. S.No. / Nature of Transactions / FY 2024-25 (Rs. In Cr.) 1. / Purchase of Goods (exclusive of GST) / 7.9941	
2.	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 12.12 Crores approx.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	57.68%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	9.29%

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	151.61
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2024-25 (Rs. In Cr.)
Turnover	7.99
Profit After Tax	0.09
Net worth	0.21

A(5). Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of goods and assets
2.	Details of each type of the proposed transaction	Purchase of goods for Rs. 7.3135 Crores and Purchase of assets for the business of the Company Rs. 4.8040 Crores.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction has been entered during the Financial Year 2025-26.
4.	Whether omnibus approval is being sought?	No, The transaction has been placed for the consideration and ratification.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	12.12 Crores approx.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT are in the interest of the Company as they enabled it to leverage the operational expertise and capabilities of material subsidiary in the manufacturing of extrusion and other related machines and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Further, the integrated business model between the Company and material subsidiary results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. Accordingly, RPT contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Ashok Jaiswal has 100% Capital Contribution in the SMT Plast

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for purchase of goods/services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
2.	Basis of determination of price.	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	7.10 Crores
	b. Tenure	12 Months
	c. Whether same is self-liquidating?	Yes. The trade advance is self-liquidating and shall be adjusted against the value of goods/services to be supplied/procured during the tenure of 12 months.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not.

Accordingly Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.None of the other Directors, 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. 8 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 8 for approval of the Members as an Ordinary Resolution.

Item No. 9: To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with M/s Prakhar Industries

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, provide that all material related party transactions and subsequent material modifications thereto, as defined under the SEBI Listing Regulations, shall require prior approval of the shareholders of the listed entity, subject to the exemptions prescribed under the said Regulations.

SAI Machine Tools Private Limited ("SAI Machine Tools") is a material subsidiary of SMT Engineering Limited ("the Company"). During the Financial Year 2025-26, SAI Machine Tools entered into certain related party transactions with M/s Prakhar Industries ("Prakhar Industries"), a sole proprietorship concern owned by Mr. Vishal Jaiswal, Non-Executive Director of the Company.

The aforesaid transactions primarily related to the purchase of goods and were undertaken in the ordinary course of business and on an arm's length basis, based on prevailing commercial terms and conditions mutually agreed between the parties. The transactions were undertaken in the ordinary course of the business of SAI Machine Tools and were considered necessary for meeting its business and operational requirements.

However, the aforesaid transactions were entered into without obtaining the requisite prior approval of the members of the Company, as required under the applicable provisions of Regulation 23 of the SEBI Listing Regulations. Accordingly, the transactions are being placed before the members of the Company for their consideration and ratification.

The aggregate value of the aforesaid related party transactions entered into by SAI Machine Tools with Prakhar Industries during the Financial Year 2025-26 was approximately Rs.18.30 Crores (Rupees Eighteen Crore Thirty Lakhs only). The aggregate value of the transactions exceeded the applicable materiality threshold of Rs. 2.10 Crores, being 10% of the annual consolidated turnover of the Company as per its last audited financial statements for the Financial Year ended March 31, 2025. Accordingly, the aforesaid transactions constitute material related party transactions under the applicable provisions of the SEBI Listing Regulations.

The Audit Committee of the Company has reviewed the details of the aforesaid related party transactions, including the nature, value and terms thereof, and has recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out in the accompanying Notice for consideration and approval of the Members of the Company.

The Audit Committee has also considered the certificate furnished by the Managing Director-cum-Chief Financial Officer of the Company in accordance with the applicable RPT Industry Standards prescribed by the Securities and Exchange Board of India, confirming the relevant particulars and disclosures in respect of the aforesaid related party transactions.

The details of the related party transactions, as required under the applicable provisions of the Companies Act, 2013 and the SEBI Master Circular dated 30th January, 2026, read with SEBI circular dated 26th June, 2025, are as follows:

Particulars	**Details**
Name of the related party	Prakhar Industries
Name of the Director/KMP who is related	Mr. Vishal Jaiswal
Nature of relationship	Prakhar Industries is a sole proprietorship concern owned by Mr. Vishal Jaiswal
Nature of transaction	Purchase of goods
Material terms of the transaction	Transactions were undertaken on mutually agreed commercial terms
Tenure of the transaction	FY 2025-26
Maximum aggregate value of transaction	Rs. 18.30 Crores approx.
Basis for determining the price	Arm’s length basis and prevailing market/commercial terms
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is at arm’s length	Yes
Any advance paid or received	9.40 Crores approx.
Any other relevant information	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.No	Particulars of the information	Information to be provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	Prakhar Industries
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading of Machinery including parts, equipment's

		used for the manufacturing of rubber, plastic and other products.
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Prakhar Industries is a sole proprietorship concern owned by Mr. Vishal Jaiswal.
	- Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
	- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	121,86,724 Equity Shares (67.44%)
A(3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	

S.No.	Nature of Transactions	FY 2024-25 (Rs. In Cr.)
1.	Purchase of Goods (exclusive of GST)	11.13

2.	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1.88 Crores (Approx.) exclusive of GST
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 18.30 Crores approx.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	87.06%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	14.02%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	83.90%
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2024-25 (Rs. In Cr.)
Turnover	21.81
Profit After Tax	0.20
Net worth	0.17

A(5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of	Purchase of goods

	goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2.	Details of each type of the proposed transaction	Purchase of goods in the ordinary course of business.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction has been entered during the Financial Year 2025-26.
4.	Whether omnibus approval is being sought?	No, The transaction has been placed for the consideration and ratification.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	18.30 Crores approx.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT are in the interest of the Company as they enabled it to leverage the operational expertise and capabilities of material subsidiary in the manufacturing of extrusion and other related machines and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Further, the integrated business model between the Company and material subsidiary results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. Accordingly, RPT contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal,
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Vishal Jaiswal has 100% Capital Contribution in the Prakhar Industries
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or any other process has been applied for choosing a party for purchase of goods/services. Transactions within the Group provides better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
2.	Basis of determination of price.	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods, volume, quality specifications, delivery timelines, and other

		relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	9.40 Crores approx.
	b. Tenure	12 Months
	c. Whether same is self-liquidating?	Yes. The trade advance is self-liquidating and shall be adjusted against the value of goods/services to be supplied/procured during the tenure of 12 months.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not.

Accordingly Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.None of the other Directors, 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.9 of the Notice.

The Board of Directors recommends the resolution set out at Item No.9 for approval of the Members as an Ordinary Resolution.

Item No.10: To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with M/s Softcare Solutions

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, provide that all material related party transactions and subsequent material modifications thereto, as defined under the SEBI Listing Regulations, shall require prior approval of the shareholders of the listed entity, subject to the exemptions prescribed under the said Regulations.

SAI Machine Tools Private Limited ("SAI Machine Tools") is a material subsidiary of SMT Engineering Limited ("the Company"). During the Financial Year 2025-26, SAI Machine Tools entered into certain related party transactions with M/s Softcare Solutions ("Softcare Solutions"), a Partnership firm, in which Mrs. Shikha Jaiswal, Mrs. Niharika Jaiswal, Mrs. Poonam Jaiswal and M/s SAI Machine Tools Private Limited are the Partners. Further Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal, are also directors of SAI Machine Tools Private Limited.

The aforesaid transactions primarily related to investment in the capital of the softcare solutions, and were undertaken in the ordinary course of business and on an arm's length basis, based on prevailing commercial terms and conditions mutually agreed between the parties.

However, the aforesaid transactions were entered into without obtaining the requisite prior approval of the members of the Company, as required under the applicable provisions of Regulation 23 of the SEBI Listing Regulations. Accordingly, the transactions are being placed before the members of the Company for their consideration and ratification as applicable.

The aggregate value of the aforesaid related party transactions entered into by SAI Machine Tools with Softcare Solutions during the Financial Year 2025-26 was approximately Rs 2.99 Crores (Rupees Two Crore Ninety Nine Lakhs only). The aggregate value of the transactions exceeded the applicable materiality threshold of Rs. 2.10 Crores, being 10% of the annual consolidated turnover of the Company as per its last audited financial statements for the Financial Year ended March 31, 2025. Accordingly, the aforesaid transactions constitute material related party transactions under the applicable provisions of the SEBI Listing Regulations.

The Audit Committee of the Company has reviewed the details of the aforesaid related party transactions, including the nature, value and terms thereof, and has recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out in the accompanying Notice for consideration and approval of the Members of the Company.

The Audit Committee has also considered the certificate furnished by the Managing Director-cum-Chief Financial Officer of the Company in accordance with the applicable RPT Industry Standards prescribed by the Securities and Exchange Board of India, confirming the relevant particulars and disclosures in respect of the aforesaid related party transactions.

The details of the related party transactions, as required under the applicable provisions of the Companies Act, 2013 and the SEBI Master Circular dated 30th January, 2026, read with SEBI circular dated 26th June, 2025, are as follows:

Particulars	**Details**
Name of the related party	Softcare Solutions
Name of the Director/KMP who is related Nature of relationship	Mrs. Shikha Jaiswal, Mrs. Niharika Jaiswal, Mrs. Poonam Jaiswal and M/s SAI Machine Tools Private Limited are the Partners in Softcare Solutions. Further Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal, are also directors of SAI Machine Tools Private Limited and Mrs. Poonam Jaiswal is the Promoter of the Company.
Nature of transaction	Investment in Capital
Material terms of the transaction	Transactions were undertaken on mutually agreed commercial terms
Tenure of the transaction	FY 2025-26
Maximum aggregate value of transaction	Rs. 2.99 Crores
Basis for determining the price	Arm's length basis and prevailing market/commercial terms
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is at arm's length	Yes
Any advance paid or received	Nil
Any other relevant information	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.No.	Particulars of the information	Information to be provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	Softcare Solutions
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Softcare Solutions involved in the wholesale business/ manufacturing/ supplier of extruders, vacuum moulding machines, thermoforming machines and parts thereof.
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SAI Machine Tools Private Limited did not have any contribution in the capital of Softcare Solutions at the time of entering into the aforesaid transaction. Subsequent to the transaction, SAI Machine Tools Private Limited has made a total investment of ₹2.99 Crores towards the capital of Softcare Solutions.
	- Shareholding of the listed entity/ subsidiary (in case of transaction involving	Not Applicable

<table>
<tr><td></td><td>the subsidiary), whether direct or indirect, in the related party.</td><td></td></tr>
<tr><td></td><td>- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>SAI Machine Tools Private Limited did not have any contribution in the capital of Softcare Solutions at the time of entering into the aforesaid transaction. Subsequent to the transaction, SAI Machine Tools Private Limited has made a total investment of ₹2.99 Crores towards the capital of Softcare Solutions.</td></tr>
<tr><td></td><td>- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>121,86,724 Equity Shares (67.44%)</td></tr>
<tr><td colspan="3"><u>A(3). Details of previous transactions with the related party</u></td></tr>
<tr><td>1.</td><td colspan="2">Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.
<table><tr><td>S.No</td><td>Nature of Transactions</td><td>FY 2024-25 (Rs. In Cr.)</td></tr><tr><td>1.</td><td>Purchase of Goods (exclusive of GST)</td><td>0.2933</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3"><u>A(4). Amount of the proposed transaction(s)</u></td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Rs. 2.99 Crores</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>14.22%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>2.29%</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>1019.03%</td></tr>
<tr><td>6.</td><td colspan="2">Financial performance of the related party for the immediately preceding financial year:
<table><tr><td>Particulars</td><td>FY 2024-25 (Rs. In Cr.)</td></tr><tr><td>Turnover</td><td>0.2933</td></tr><tr><td>Profit After Tax</td><td>(0.0216)</td></tr><tr><td>Net worth</td><td>(0.0216)</td></tr></table></td></tr>
<tr><td colspan="3"><u>A(5). Basic details of the proposed transaction</u></td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Investment in the Capital</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>Investment in the Capital</td></tr>
</table>

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction has been entered during the Financial Year 2025-26.
4.	Whether omnibus approval is being sought?	No, The transaction has been placed for the consideration and ratification.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 2.99 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT are in the interest of the Company as they enabled it to leverage the operational expertise and capabilities of material subsidiary in the manufacturing of extrusion and other related machines and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Further, the integrated business model between the Company and material subsidiary results in operational synergies, improved resource utilization and cost efficiencies, while minimizing dependency on external third parties. Accordingly, RPT contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal (Directors), Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs. Niharika Jaiswal (Promoters), are directly/indirectly interested in the transaction.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable (Mrs. Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs. Niharika Jaiswal are the partners in the softcare solutions).
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B(3). Disclosure in case of transactions relating to investment made by the listed entity or its subsidiary:		
1.	Source of funds in connection with the proposed transaction.	Owned Funds of the Sai Machine Tools
2.	Where any financial indebtedness is incurred to make investment, specify the following:	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	Funds invested by the Sai Machine Tools in the capital of Softcare Solutions shall be utilized for the

		business of the firm.
4.	Material terms of the proposed transaction	Funds has been invested against the share in the capital of the firm.

C(2). Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not.

Accordingly Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.None of the other Directors, 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 the Notice.

The Board of Directors recommends the resolution set out at Item No. 10 for approval of the Members as an Ordinary Resolution.

Item No.11: To consider and ratify the material related party transactions between Material Subsidiary, M/s Sai Machine Tools Private Limited with Mr. Ajay Jaiswal

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, provide that all material related party transactions and subsequent material modifications thereto, as defined under the SEBI Listing Regulations, shall require prior approval of the shareholders of the listed entity, subject to the exemptions prescribed under the said Regulations.

SAI Machine Tools Private Limited ("SAI Machine Tools") is a material subsidiary of SMT Engineering Limited ("the Company"). During the Financial Year 2025-26, SAI Machine Tools entered into certain related party transactions with Mr. Ajay Jaiswal, who is a Director of SAI Machine Tools and the Managing Director-cum-Chief Financial Officer of the Company.

The aforesaid transactions primarily related to the borrowing of unsecured loan from Mr. Ajay Jaiswal, and were undertaken in the ordinary course of business and on an arm's length basis, based on prevailing commercial terms and conditions mutually agreed between the parties.

However, the aforesaid transactions were entered into without obtaining the requisite prior approval of the members of the Company, as required under the applicable provisions of Regulation 23 of the SEBI Listing Regulations. Accordingly, the transactions are being placed before the members of the Company for their consideration and ratification as applicable.

The aggregate value of the aforesaid related party transactions entered into by SAI Machine Tools with Mr. Ajay Jaiswal during the Financial Year 2025-26 was approximately Rs 3.33 Crores (Rupees Three Crores Thirty Three Lakhs only). The aggregate value of the transactions exceeded the applicable materiality threshold of Rs. 2.10 Crores, being 10% of the annual consolidated turnover of the Company as per its last audited financial statements for the Financial Year ended March 31, 2025. Accordingly, the aforesaid transactions constitute material related party transactions under the applicable provisions of the SEBI Listing Regulations.

The Audit Committee of the Company has reviewed the details of the aforesaid related party transactions, including the nature, value and terms thereof, and has recommended the same to the Board of Directors. The Board of Directors, based on the recommendation of the Audit Committee, recommends the resolution set out in the accompanying Notice for consideration and approval of the Members of the Company.

The Audit Committee has also considered the certificate furnished by the Whole-time Director and Managing Director-cum-Chief Financial Officer of the Company in accordance with the applicable RPT Industry Standards prescribed by the Securities and Exchange Board of India, confirming the relevant particulars and disclosures in respect of the aforesaid related party transactions.

The details of the related party transactions, as required under the applicable provisions of the Companies Act, 2013 and the SEBI Master Circular dated 30th January, 2026, read with SEBI circular dated 26th June, 2025, are as follows:

Particulars	**Details**
Name of the related party	Ajay Jaiswal
Name of the Director/KMP who is related Nature of relationship	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal (Directors), Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal (Promoters), are directly/indirectly interested in the transaction.
Nature of transaction	Borrowing of unsecured loan
Material terms of the transaction	Transactions were undertaken on mutually agreed commercial terms
Tenure of the transaction	FY 2025-26
Maximum aggregate value of transaction	Rs. 3.33 Crores approx.
Basis for determining the price	Arm's length basis and prevailing market/commercial terms
Whether the transaction is in the ordinary course of business	Yes
Whether the transaction is at arm's length	Yes
Any advance paid or received	Nil
Any other relevant information	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

S.No.	Particulars of the information	Information to be provided by the management
A(1). Basic details of the related party		
1.	Name of the related party	Ajay Jaiswal
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	Mr. Ajay Jaiswal, is a Director of SAI Machine Tools and the Promoter & Managing Director-cum-Chief Financial Officer of the Company.
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Ajay Jaiswal, is a Director of SAI Machine Tools and the Promoter & Managing Director-cum-Chief Financial Officer of the Company.
	- Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	- Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	36,01,492 Equity Shares (19.93%) in the Company.

A(3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year.	

S.No.	Nature of Transactions	FY 2024-25 (Rs. In Cr.)
1.	Unsecured loan	3.51

2.	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	0.25 Crores
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 3.33 Crores approx.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	15.75%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	2.55%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	FY 2024-25 (Rs. In Cr.)
Turnover	Not Applicable
Profit After Tax	
Net worth	

A(5). Basic details of the proposed transaction		
1.	specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowing of unsecured loan
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transaction has been entered during the Financial Year 2025-26.
4.	Whether omnibus approval is being sought?	No, The transaction has been placed for the consideration and ratification.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 3.33 Crores approx.

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The RPT are in the interest of the Company as they enabled it to leverage the operational expertise and capabilities of material subsidiary in the manufacturing of extrusion and other related machines and seamless execution of its business operations. The transactions are undertaken in the ordinary course of business and on an arm's length basis, ensuring that they are commercially competitive and at par with prevailing market terms. Accordingly, RPT contribute to enhanced operational efficiency, cost optimization and overall value creation for the Company and its stakeholders, and are therefore in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Ashok Jaiswal, Mr. Vishal Jaiswal, Mr. Ajay Jaiswal (Directors), Mrs, Poonam Jaiswal, Mrs. Shikha Jaiswal and Mrs Niharika Jaiswal (Promoters), are directly/indirectly interested in the transaction.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Nil

B(5). Disclosure in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	Repayable on demand
2.	Interest rate	Nil
3.	Cost of borrowing	Nil
4.	Maturity / due date	Repayable on demand
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Funds shall be utilized for the business of the Sai Machine Tools.

C(4). Disclosure in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	3.66
	b. After transaction	3.76
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	3.14
	b. After transaction	2.02

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether the entity is a related party to the particular transaction or not. Accordingly Mr. Vishal Jaiswal, Mr. Ajay Jaiswal, Mr. Ashok Jaiswal and their relatives (Mrs. Shikha Jaiswal, Mrs. Poonam Jaiswal and Mrs. Niharika Jaiswal), being interested, shall not vote in this matter.

None of the other Directors, 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. 11 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 11 for approval of the Members as an Ordinary Resolution.

For SMT Engineering Limited
(Formerly known as Adarsh Mercantile Limited)

Date: 03.09.2026
Place: Indore

Ajay Jaiswal
Managing Director
DIN: 01754887