



SARVESHWAR FOODS LIMITED

CIN :L15312JK2004PLC002444

Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001

E-mail:cs@sarveshwarrice.com Website:<https://sarveshwarfoods.com/> ContactNo.:01923-220962

Date: - 15-05-2026

Listing Compliance Department

National Stock Exchange of India Limited

Exchange Plaza,

Bandra-Kurla Complex,

Bandra (E), Mumbai 400051

Listing Compliance Department

BSE Limited

Phirozee Jeejeebhoy

Towers, Dalal Street, Fort,

Mumbai - 400 001

NSE Symbol: SARVESHWAR

Scrip Code: 543688

Subject: POSTAL BALLOT NOTICE.

Dear Sir/Madam, In Compliance of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing therewith which has been dispatched to the shareholders for seeking approval of members of the company through remote e-voting (Voting through Electronic Means) for the Below mentioned Resolutions:

1. TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES.
2. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.
3. INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA.
4. TO CONSIDER AND APPROVE THE ENHANCEMENT OF BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND CREATION OF CHARGE / PROVIDING OF SECURITY.
5. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.
6. TO GIVE LOANS, GUARANTEE OR PROVIDE SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013
7. RE-APPOINTMENT OF MR. MUBARAK SINGH (DIN:10212076) AS AN INDEPENDENT DIRECTOR.



SARVESHWAR FOODS LIMITED

CIN :L15312JK2004PLC002444

Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001

E-mail:cs@sarveshwarrice.com Website:<https://sarveshwarfoods.com/> ContactNo.:01923-220962

Commencement of E-voting	End of E-voting
9:00 a.m. (IST) on Saturday, May 16, 2026	5:00 p.m. (IST) on Monday, June 15, 2026

The Company has fixed Thursday, 14 May,2026 as the “cut-off-Date” for the purpose of determining the shareholders eligible to vote on the resolutions set out in the Notice of the Postal Ballot, which is attached herewith.

We Request you to take the same on record.

**For and on behalf of
Sarveshwar Foods Limited**

SADHVI
SHARMA

Digitally signed
by SADHVI
SHARMA

**Sadhvi Sharma
Company Secretary and Compliance Officer**



SARVESHWAR FOODS LIMITED

CIN :L15312JK2004PLC002444

Regd. Off. : Sarveshwar House, Below Gumat, Jammu, (J&K) – 180001

E-mail:cs@sarveshwarrice.com Website:<https://sarveshwarfoods.com/> ContactNo.:01923-220962



Sarveshwar Foods Limited
[CIN : L15312JK2004PLC002444]
Regd. Office : Sarveshwar House Below Gumat, Jammu, Jammu & Kashmir, 180001
|Tel: 01923-220962|
|Web : www.sarveshwarfoods.com
E-mail: investorrelations@sarveshwarrice.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To
All Members,
SARVESHWAR FOODS LIMITED

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 [“Act”] including Rules made there under [“Rules”], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India [“SS-2”] read with the guidelines prescribed by the Ministry of Corporate Affairs [“MCA”] for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA [“Circulars”], including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. The Resolution, as appended below, is proposed to be passed by the Members via Postal Ballot [through remote e-voting] and is followed by its Explanatory Statement(s) in terms of the provisions of Section 102(1) and 110 of the Act, setting out details relating to special business to be transacted.

The Board of Directors has appointed Mr. Suresh Kumar Pillay, a Practicing Company secretary (C.P NO – 21089) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final. The Company has engaged the services of Bigshare Services Private Limited (“Big share”) or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9:00 a.m. (IST) on Saturday, May 16, 2026
End of e-voting:	5:00 p.m. (IST) on Monday, June 15, 2026

The Scrutinizer will submit his report to the chairman of the Company (the “Chairman”) or any other duly authorized person of the Company after the receipt of assent or dissent of the Members. The result of the Postal Ballot (including E—voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before 17th June,2026. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website <https://sarveshwarfoods.com/> and also of share transfer agent and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and Bombay Stock Exchange Limited in accordance with the provisions of SEBI Listing Regulations.

Special Business:

ITEM NO. 1: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the “FCCB Scheme”), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, (as amended from time to time), issued by Reserve Bank of India (“RBI”), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy (effective October 15, 2020), as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, as amended, (“FEMA NDI Rules”) and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (“GOI”), Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), RBI, the Securities and Exchange Board of India (“SEBI”), BSE Limited, (the “Stock Exchange”) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate Authorities”) to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, preference shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (in one or more tranches) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company (“Securities”) including swap option or any other methods or combinations thereof, listed or unlisted, at the option of the Company and/

or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed USD 100 Million (US Dollar Hundred Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies), in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion;

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of such Securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board, in accordance with the provision of the FCCB Scheme;

RESOLVED FURTHER THAT the Board or any committee duly authorized by the Board, be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board or any committee duly authorized by the Board, may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee duly authorized by the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing securities of the Company in all respects, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board or any committee duly authorized by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, face value of securities, issue price, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds,

as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members.”

ITEM NO. 2: INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for the increase in the authorized share capital of the company from 160,00,00,000- Rupees one Hundred and Sixty Crores only) consisting of 160,00,00,000 (Rupees One Hundred and Sixty Crores only) Equity shares of Re.1/- each to Rs. 310,00,00,000 (Rupees Three Hundred and Ten Crores Only) divided into 310,00,00,000 (Three Hundred and ten Crores) equity shares of Re. 1/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:

“V. The Authorised share capital of the Company is Rs. 310,00,00,000 (Rupees Three Hundred and Ten Crores Only) divided into 310,00,00,000 (Three Hundred and ten Crores) equity shares of Re. 1/- each.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps/actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.”

ITEM NO. 3: INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA.

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

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“Board”), the aggregate limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10% to 24% of the total paid-up equity share capital of the Company or such other limit as may be stipulated by RBI, from time to time and the aggregate limit of investment by the

Foreign Portfolio Investors (“FPI”) together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 is increased from 24% to Sectoral cap Percentage of the total paid-up equity share capital of the Company, as may be applicable.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.”

ITEM NO. 4: TO CONSIDER AND APPROVE THE ENHANCEMENT OF BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND CREATION OF CHARGE / PROVIDING OF SECURITY

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

RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the approval and recommendation of Audit Committee and Approval of the Board and as per provisions of Section 179, Section 180(1)(c) of Companies Act, 2013 and rules & regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded, to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., External Commercial Borrowings in Indian Rupees or equivalent thereof in any foreign currency (ies), Rupee Denominated Bonds issued outside India / overseas or otherwise or in any foreign currency (ies) as permitted by the applicable laws, by issue of Commercial Paper and by issue of Non-Convertible debentures in one or more tranches/ series, from time to time, on such terms and conditions and with or without security, including commercial terms as may be determined by the Board of Directors on the basis of the prevailing market conditions, and as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and the securities premium, at a maximum limit of not exceeding Rs.10,00,00,00,000 (Rupees One Thousand crores only), subject to the proviso that such borrowings, together with monies already borrowed, shall not at any one time exceed Rs. 10,00,00,00,000 (Rupees One Thousand crores only) excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to create/modify any mortgage, pledge, hypothecation or other charge or encumbrances, from time to time, over the whole or substantially whole of the Company’s undertaking including all present and future immovable and movable properties and assets of the Company whosoever situated, in favour of the banks, financial institutions, and other persons, whether in India or overseas, for securing loans, credits, guarantees or other facilities provided or to be provided by them to the Company and/or to secure debentures issued/ to be issued by the Company and/or to secure offshore bonds (whether rupee denominated or otherwise) issued / to be issued by the Company whether in India or outside India, which borrowings and facilities and debentures and offshore bonds together with the existing ones shall not exceed an aggregate limit Rs. 10,00,00,00,000 (Rupees One Thousand crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution”.

ITEM NO 5: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the approval of the audit committee and the Board and pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder as amended from time to time and subject to the limits prescribed under Section 186, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the (“Board”)), which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity or person (in which any director of the Company is interested), upto an aggregate sum of Rs. 250,00,00,000 Crores (Rupees Two Hundred fifty Crores Only) in its absolute discretion deemed to be beneficial and in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

ITEM NO 6: TO GIVE LOANS, GUARANTEE OR PROVIDE SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to recommendation of the audit committee and approval of Board and as per the provisions of Section 186 of the Companies Act, 2013 (the “Act”)and any other applicable provisions of the “Act” read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force)and/or other applicable laws and enabling provisions of Articles of Association of the Company, the consent of the members be and is hereby accorded to empower the Board of Directors of the Company (hereinafter referred to as the (“Board”)), which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Audit Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate of the loans & investments and guarantees given or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, in one or more tranches, from time to time, in future, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 250,00,00,000 Crore (Rupees Two Hundred Fifty Crore) or the permissible limit, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

ITEM NO 7: RE-APPOINTMENT OF MR. MUBARAK SINGH (DIN:10212076) AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mubarak Singh (DIN: **10212076**), who was appointed as an Independent Director of the Company for a term of 3 (three) consecutive years commencing from June 27,2023 to June 26,2026 (both days inclusive), and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company with effect from June 27,2026 to June 26,2031 (both days inclusive) to hold office for a second term of 5 (five) consecutive years on the Board of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this resolution.”

Registered Office:

Sarveshwar House, below Gumat, Jammu & Kashmir India -180001

CIN: L15312JK2004PLC002444

Tel. No. 01923-220962

Website: <https://sarveshwarfoods.com/>

E-mail: cs@sarveshwarrice.com

Date: 14.05.2026

Place: Jammu

By the Order of Board of Directors
For Sarveshwar Foods Limited

Sd/-

Sadhvi Sharma

Company Secretary and Compliance Office

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013(Act), setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice, is annexed hereto.
2. The Board has appointed Suresh Kumar Pillay, Practicing Company Secretary C.PNO– 21089) as, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **14th May, 2026** . A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
4. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appearing the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 14th May, 2026 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 , General Circular No. 19/2021 and General Circular No. 20/2021.
5. Members may note that this Postal Ballot Notice will also be available on the Company’s website i.e. <https://sarveshwarfoods.com/>
6. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
7. In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with relevant SEBI Circulars, the Company is pleased to provide to its members, facility to exercise their right to vote on the proposed resolution(s) by electronic means and the business may be transacted through remote e-voting services by Bigshare Services Private limited. The detailed instructions for remote e-voting are given in this Postal Ballot Notice.
8. To facilitate members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at charmi@bigshareonline.com
Member(s) may also intimate the same to the Company by writing an email at cs@sarveshwarrice.com.

The members shall provide the following information in the email–

Full Name:

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to charmi@bigshareonline.com or cs@sarveshwarrice.com.
 - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with the concerned Depository Participants and in respect of their physical holdings, with the Company's Share Transfer Agent that is charmi@bigshareonline.com
 - d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on **14th May, 2026**.
 10. In compliance with Sections 108 and 110 of the Act and the rules made there under, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Bigshare. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
 11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before 17th June, 2026 and will also be displayed on the Company website <https://sarveshwarfoods.com/> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.
 12. Members can also contact to concerned person of Secretarial and Compliance Department of the company to resolve any grievances with regard to voting by Postal Ballot., Email Id: cs@sarveshwarrice.com.
 13. This Postal Ballot Notice is also placed on the website of the company <https://sarveshwarfoods.com/>
 14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
 15. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 15th June, 2026 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
 16. A member cannot exercise his vote by proxy on Postal Ballot.
 17. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
 18. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper having wide circulation in the district where the

Registered Address of the Company is situated (in English language) and one regional daily newspaper circulating in Jammu.

19. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Bigshare. The instructions for electronic voting are given in this Notice. E-Voting will commence on **16th May, 2026 at 9:00 a.m.** and will end on **15th June, 2026 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
20. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail ids with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Bigshare to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **16th May, 2026(9:00 A.M IST)** and ends on **15th June, 2026(5:00 P.M IST)**. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **14th May, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

- iii. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of

	<p>BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.
---	---

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 22 55 33.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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

ITEM NO. 1: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR ANY OTHER PERMISSIBLE MODES

Our Company is engaged in the business of procurement, storage, milling, sorting, packaging, branding and distribution. Our product portfolio comprises of Basmati and non-Basmati rice of various kinds including white raw rice, broken rice, brown rice and parboiled rice. Along with the varied variety of conventional Basmati and non-Basmati rice, our product portfolio also includes organic Basmati and Non - Basmati rice including range of other organic products. Basmati rice is a premium variety of rice renowned for its flavour, fine texture, distinct aroma, elongation when cooked and which is grown in certain parts of India. Its high value is attributed to the rich soil and climate of the region giving it unique qualities such as strong aroma in both raw and cooked forms.

We have achieved significant growth in our operations and continue to expand our market presence across India. As a part of company's expansion plan, your Company aims to expand its position as a leading processor and exporter of premium basmati and organic foods products. The Company proposes to undertake steps to further enhance its financial capabilities through additional fund raising to support its growth trajectory and future business expansion plans.

Accordingly, the Board of Directors (hereinafter referred to as the 'Board') at its meeting held on May 14, 2026, has granted approval, inter-alia, by way of exploring available options for raising of funds through all permitted instruments, including but not limited to, by way of issuance of equity shares (for cash or other than cash)/ convertible bonds/ debentures/ warrants/ preference shares/ foreign currency convertible bond (FCCB) / any other equity linked securities and/ or any other securities including through preferential issue on a private placement basis, qualified institutional placement including share swap or any other methods or combinations thereof, listed or unlisted, for an amount not exceeding USD 100 Million (US Dollar One Hundred Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies), in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to such approvals as may be required including that of shareholders / regulatory and statutory approvals;

The aforementioned fund-raise will enhance the financial capabilities of the Company to, inter-alia, support its growth and future business expansion plans by entering new markets and launching new and innovative products, to fortify its position and strength. This will enable the Company to further establish itself as a leading provider of Rice, catering to the evolving needs and preferences of its customers. By expanding its offerings, the Company aims to increase its reach, diversify its revenue streams, and strengthen its position in the industry. The proposed fund-raise will provide the Company with the necessary resources to support its growth plans, including investing in new technologies and expanding its marketing and distribution efforts. Overall, the fund-raise is a strategic move to support the Company's long-term growth and success, and to establish itself as a leading player in the Industry.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The issuance of securities may lead to the allocation of securities to investors who may or may not be members of the Company. Accordingly, the consent of the members is being sought by way of Special Resolution outlined in the Notice, in accordance with the relevant provisions of the Companies Act, 2013, ("Act"), the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("Listing Regulations"), as amended and any other applicable laws / Regulations in force.

With respect to the issuance of and allotment of Securities by way of qualified institutions placement, the Board, in consultation with the lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the floor price.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, upon approval of the shareholders, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act inter-alia provides that, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot, subject to requisite approvals.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to accommodate the new shares to be allotted for meeting the company's future business requirements, the Board of Directors at their meeting held on 14th May, 2026 has decided to increase the existing Authorized Share Capital of the company from Rs. 160,00,00,000- Rupees one Hundred and Sixty Crores only) consisting of 160,00,00,000 (Rupees One Hundred and Sixty Crores only) Equity shares of Re.1/- each to Rs. 310,00,00,000/- (Rupees Three Hundred and Ten crores only) divided into 310,00,00,000/- (Three Hundred and Ten crores only).

The aforesaid increase in the Authorized Share Capital of the company requires the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.2 of the Notice for approval of the shareholders for increase in the authorised share capital of the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, directly or indirectly, in the above resolution.

ITEM NO. 3: INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "FEMA Regulations"), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the "FEMA Laws"), all the Non Resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of the company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Further, the Foreign Portfolio Investors ("FPI") ("OCI"), together, can acquire and hold up to an aggregate limit of 24% of the paid up equity share capital of the company. The FEMA Laws further provide that the limit of 24% can be further increased up to Sectoral Cap percentage of the total paid up capital of the company by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India.

The Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the total paid-up equity share capital and the aggregate limit by Foreign Portfolio Investors in the Company from 24% to sectoral cap percentage of the total paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4: TO CONSIDER AND APPROVE THE ENHANCEMENT OF BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND CREATION OF CHARGE / PROVIDING OF SECURITY

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”), the Board of Directors of a company shall exercise the power to borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, only with the consent of the members by way of a Special Resolution.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on May 14, 2026, have approved and recommended to the members for their approval, the enhancement of borrowing limits up to an aggregate outstanding principal amount not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crores only) at any point of time.

The Shareholders are requested to provide necessary approvals to the Board of the Company to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., External Commercial Borrowings in Indian Rupees or equivalent thereof in any foreign currency (ies), Rupee Denominated Bonds issued outside India / overseas or otherwise or in any foreign currency (ies), within the borrowing limits approved by the Shareholders.

Accordingly, the consent of the Shareholders is being sought for the change in borrowing limits at a maximum limit of not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crores only) and to secure such borrowings by mortgage / charge on any of the movable and/ or immovable properties and / or the whole or any part of the undertaking(s) of the Company as setout in the Special Resolution at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

ITEM NO 5: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

Pursuant to the provisions of Section 185 of the Companies Act, 2013 (“the Act”), a company may, subject to the conditions prescribed therein, advance any loan (including any loan represented by a book debt), or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested, subject to the approval of the members by way of a Special Resolution.

Further, such transactions are also required to be within the limits prescribed under Section 186 of the Act.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security in connection with any loan taken/to be taken by the entity or any other person in whom any of the Director of the Company is/deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for its principal business activities and other matters connected therewith or incidental thereto, upto an amount not exceeding Rs 250,00,00,000 Rupees Two Hundred Fifty Crores only),.

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on May 14, 2026, have approved and recommended the aforesaid proposal to the members for their approval by way of a Special Resolution.

The proposed transactions shall be carried out at arm's length basis and in compliance with the applicable provisions of the Act and rules made thereunder. The Board shall ensure that all such transactions are in the interest of the Company and comply with applicable laws.

Except to the extent of their shareholding interest, if any, the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution, to the extent of loans, guarantees or securities that may be extended to entities in which they are interested.

ITEM NO 6: TO GIVE LOANS, GUARANTEE OR PROVIDE SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company is permitted to i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate subject to 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

However, Where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified above no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special resolution passed in a general meeting.

In order to support the Company's business objectives, strategic initiatives, expansion plans and to make optimum use of surplus funds, it is proposed to authorize the Board of Directors of the Company to make loans, give guarantees, provide securities and make investments from time to time, in excess of the limits specified under Section 186 of the Act, up to an aggregate amount not exceeding Rs. 250,00,00,000(Rupees Two Hundred Fifty Crores only),

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on May 14, 2026, have approved and recommended the aforesaid proposal to the members for their approval by way of a Special Resolution.

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

ITEM NO 7: RE-APPOINTMENT OF MR. MUBARAK SINGH (DIN:10212076) AS AN INDEPENDENT DIRECTOR

Mr. Mubarak Singh was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the Members at the Extra Ordinary General Meeting held on 24th August,2023. As per the said resolution, the term of appointment of Mr. Mubarak Singh was up to June 26,2026.

In terms of Regulation 17(1C) of the SEBI (LODR), Regulations, 2015, a listed entity shall ensure that the approval of the shareholders for the appointment/re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment/re-appointment, whichever is earlier.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on 14th May,2026 approved re-appointment of Mr. Mubarak Singh as an Independent Director for a second term from June 27,2026 to June 26, 2031 based on his skills, experience,

knowledge and positive outcome of performance evaluation.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company.

The Company has received a declaration from Mr. Mubarak Singh confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Mubarak Singh to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Singh fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his re-appointment as an Independent Director of the Company and is independent of the Management.

The resolution seeks the approval of members for the reappointment of Mr. Mubarak Singh as an Independent director of the Company up to June 27,2031, pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Mubarak Singh is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.7 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 7 of this Notice for the approval of the Members by way of passing a Special Resolution.

Additional information in respect of Mr. Mubarak Singh and Brief Profile, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as part of **Annexure A** to this Notice.

Annexure-A
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

Name	Mubarak Singh
DIN	10212076
Date of Birth and Age	01 st April, 1957 and 69 Years
Nationality	Indian
Date of first appointment on the Board	27 th June,2023
Qualification	Post Graduation
Experience and Expertise	Mr. Mubarak Singh, aged 69 years, is an Independent Director of our company. Mr Mubarak Singh is a retired K.A.S officer. He has experience of over 32 years in various fields covering Consumer affairs, Law, Public Affairs, Administration, Economics, Commerce, Industries.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Diversity In leadership, Governance and stakeholder engagement.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	NIL
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	NIL
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Mubarak Singh is not related with other directors, manager and other Key Managerial Personnel of the company
No. of shares held	Nil
Number of meetings attended during the Financial year 2026-2027 (till the date of Postal Ballot Notice)	1 Meeting in FY 26-27 till date of postal ballot notice.
Terms & conditions of appointment/ re-appointment	Re- appointment as Independent Director as for second term from 27 June,2026 to 26 June,2031 on expiry of second term.
Remuneration sought to be paid and remuneration last drawn	Sitting Fees as decided by the Board from time to time.