SURAT TRADE AND MERCANTILE LIMITED

CIN: L17119GJ1945PLC000214
Registered office: 6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk, Puna Kumbharia Road, Dumbhal, Surat, Gujarat, 395010
Phone: 0261-2311198 | **Email ID:** sharedepartment@stml.in | **Website:** www.stml.in

Date: July 17, 2026

To,
The Manager
Dept. of Corporate Services,
BSE Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 530185 – Surat Trade and Mercantile Limited

Subject: **Submission of the Notice of the First Extra-Ordinary General Meeting (EGM) for the Financial Year 2026-27 of the Company under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para , Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the First Extra-Ordinary General Meeting (EGM) for the Financial Year 2026-27 of the Company scheduled to be held on Monday, August 10, 2026, at 11:30 A.M. (IST) through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

The Notice for the EGM shall be dispatched to the Members by electronic means by the Registrar and Share Transfer Agents of the Company (KFin Technologies Limited) on July 18, 2026.

The Schedule of events is as set out below:

Sr. No.	Events	Relevant dates
1.	Date of dispatch of Notice	July 18, 2026
2.	Cut-off date for e-voting	August 01, 2026
3.	Commencement of e-voting	August 07, 2026, at 9:00 A.M. (IST)
4.	End of e-voting	August 09, 2026, at 5:00 P.M. (IST)
5.	Extra-Ordinary General Meeting	August 10, 2026, at 11:30 A.M. (IST)

The Notice of the First Extra-Ordinary General Meeting for the Financial Year 2026-27 will be uploaded on the website of the Company at www.stml.in

This is for your information and records.

Thanking You,
Yours faithfully,

FOR SURAT TRADE AND MERCANTILE LIMITED

ANKITA PRASIDDHA SHROFF
Digitally signed by ANKITA PRASIDDHA SHROFF
Date: 2026.07.17 12:05:00 +05'30'

Ankita Prasiddha Shroff
Company Secretary and Compliance Officer
Membership No.: A36425

NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT FIRST EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS FOR FINANCIAL YEAR 2026-27 OF SURAT TRADE AND MERCANTILE LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS ("VC/OAVM") ON MONDAY, AUGUST 10, 2026, AT 11:30 A.M. (IST) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. **TO APPROVE THE RE-APPOINTMENT OF MR. SUHAIL P. SHAH (DIN: 00719002) AS WHOLE-TIME DIRECTOR FOR A PERIOD OF 5 YEARS:**

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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, consent of the members be and is hereby accorded to re-appoint Mr. Suhail P. Shah (DIN: 00719002) as Wholetime Director Wholetime Director designated as Executive Director of the Company liable to retire by rotation, for a period of 5 (five) years from the expiry of his present term of office i.e. with effect from 1st September 2026, on such terms and conditions, including remuneration as set out in the statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT in the event of any statutory amendment(s) or modification(s) or relaxation to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites and other allowances payable to Mr. Suhail P. Shah within such prescribed limit or ceiling in terms of the Act as agreed by and between the Board and Mr. Suhail P. Shah without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Suhail P. Shah will be paid minimum remuneration as set out in annexure to the Notice or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof, by making requisite compliances prescribed in the said schedule.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

2. APPROVAL FOR INCREASE IN LIMIT FOR MAKING INVESTMENTS, PROVIDING LOANS, GIVING GUARANTEES AND SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, the consent of the members be and is hereby accorded/granted for loans already given or investments already made whether within the limits of Section 186 or in excess of limits specified under Section 186 of Companies Act, 2013 and to give further loans to any of the Company or any other Person, to give guarantee or provide security in connection with a loan made by any person to any of the Company or any of the Person, to acquire by way of subscription, purchase or otherwise, the securities of any body corporate for an amount not exceeding ₹ 250 Crore (Two Fifty Crore Only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided may collectively exceed the limits prescribed under Section 186(3), of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as Board which expression shall include any committee thereof or person(s) authorized by the Board) to do all such acts, matters and things and to take all such steps as may be required in this connection and to settle any questions, difficulties or doubts that may arise in this regard and to execute such documents, deeds, writings, papers and/ or agreements as may be required as it may in its absolute discretion, deem fit, necessary or appropriate."

"FURTHER RESOLVED THAT Mr. Alok P. Shah (DIN: 00218180), Managing Director, Mr. Chandresh S. Punjabi, Chief Financial Officer, and Ms. Ankita Prasiddha Shroff (Membership No. A36425), Company Secretary, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient for giving effect to this resolution, including to execute, sign and file all such documents, forms, writings and papers, and to take all such steps as may be required in connection therewith."

3. TO APPROVE AND RATIFY MATERIAL RELATED PARTY TRANSACTIONS WITH MR. ALOK P. SHAH (DIN: 00218180), MANAGING DIRECTOR EXCEEDING THE PRESCRIBED LIMITS FOR THE FINANCIAL YEAR 2025-26

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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the approval and ratification by the Audit Committee and on the recommendation of the Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee thereof), the consent of the members be and is hereby accorded for the approval and ratification of Material Related Party Transactions **("MRPT")** for the sale of 3 (three) Arts and Artifacts, forming part of Other Assets of the Company, to Mr. Alok P. Shah (DIN: 00218180), Managing Director, for an aggregate consideration of ₹8,11,25,000/- (Rupees Eight Crore Eleven Lakhs Twenty-Five Thousand Only) together with the remuneration paid to him during FY 2025-26 amounting to ₹4,80,000/- (Rupees Four Lakhs Eighty Thousand Only), being Material Related Party Transactions entered into in the ordinary

CIN: L17119GJ1945PLC000214
Registered office: 6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk, Puna Kumbharia Road, Dumbhal, Surat, Gujarat, 395010
Phone: 0261-2311198 | **Email ID:** sharedepartment@stml.in | **Website:** www.stml.in

course of business and at arm's length, during the Financial Year 2025-26, which exceeded the prescribed limit of 10% of the consolidated turnover (as on March 31, 2025), as set out below:

Particulars	**Amount**
Consolidated Turnover of the Company (Last Audited Financial Statements for the year ended March 31, 2025)	₹ 7090.04 Lakhs
Materiality Threshold (10% of Annual Consolidated Turnover as per Schedule XII of SEBI LODR Regulations)	₹ 709.004 Lakhs
Value of the Aggregate Transactions during the Year	₹ 816.05 Lakhs
Whether transaction exceeds materiality threshold?	**Yes**
Variation	**₹ 107.01**

"**RESOLVED FURTHER THAT** the material terms and conditions of the aforesaid transactions, including the disclosures required pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on "Minimum information to be provided for review of the Audit Committee and shareholders for approval of a related party transaction", as set out in the Explanatory Statement and placed as **Annexure A & Annexure B** to this Resolution, be and are hereby noted, approved and shall form an integral part of this Resolution."

"**RESOLVED FURTHER THAT** the Board of the Company be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary documents as may be required, seeking all necessary approvals to give effect to this Resolution, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, 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** any of the directors, or the Chief Financial Officer or Chief Executive Officer or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board of Directors
For and on behalf of SURAT TRADE AND MERCANTILE LIMITED

Sd/-
Ankita Prasiddha Shroff
Company Secretary & Compliance Officer
Membership Number: A36425

Place: Surat
Date: July 14, 2026.

NOTES:

1. The Ministry of Corporate Affairs (**'MCA'**), *inter alia*, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **'MCA Circulars'**), has permitted the holding of the EGM through Video Conferencing (**'VC'**) or through Other Audio-Visual Means (**'OAVM'**), without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India (**'SEBI'**) vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023, October 3, 2024 and June 5, 2025 (**'SEBI Circulars'**) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

   In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM on Monday**, August 10, 2026, at 11:30 A.M. (IST)**. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company situated at 6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk Puna-Kumbharia Road, Dumbhal, Surat - 395010.

   Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution/Authorisation, authorising their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutiniser through e-mail at csjigarvyas@gmail.com with a copy marked to evoting@kfintech.com and to the Company at sharedepartment@stml.in

2. An Explanatory Statement pursuant to Section 102(1) of the Act, forming part of the Notice setting out the material facts and rationale for the Proposed Transactions as detailed in respect of all items of business (Item No. 1 to 3) hereinabove is annexed hereto along with the Notice of the EGM. Details pursuant to Regulation 23 of the SEBI Listing Regulations read with Industry Standards Forum note on minimum information to be provided to the Audit Committee and Shareholders (RPT Industry Standards), for approval of related party transactions, is furnished as **Annexure A & Annexure B** of the Explanatory Statement forming part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the SEBI Listing Regulations and disclosure requirements in terms of SS-2 issued by The Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Extra-Ordinary General Meeting ('Meeting' or 'EGM') is furnished as an **Annexure 1** to this Notice.

3. Since this EGM is being held pursuant to the MCA circulars read with the SEBI circulars, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members will not be available for this EGM. Hence, the proxy form, attendance slip and route map of EGM are not annexed to this notice.

4. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 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 EGM without restriction on account of first come first served basis.

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

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at https://stml.in. and the same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also available on the website of KFIN (agency for providing the Remote e-Voting facility) i.e. at https://evoting.kfintech.com/

7. In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the EGM are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories/Depository Participants.

8. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before Saturday, August 01, 2026 through email at sharedepartment@stml.in. The same will be replied by the Company in due course.

9. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialize their physical holdings.

   To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

10. Pursuant to SEBI Circular No.: HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, a special window has been opened for a period of 1 (one) year from February 5, 2026 to February 04, 2027 for re-lodgement of transfer requests of physical shares, which were lodged prior to the deadline of April 01, 2019 and which were rejected or returned or not attended to, due to deficiency(ies) in documents or process and missed March 31, 2021 deadline. Accordingly, eligible shareholders are encouraged to re-lodge such deeds along with requisite documents within special window period to the Company's RTA i.e. Kfin Technologies Limited (Formerly Kfin Technologies Private Limited) at Selenium Tower B, Plot Nos. 31& 32, Financial District, Serilingampally Mandal, Hyderabad 500032, Email: einward.ris@kfintech.com

    Please note that shares that are re-lodge for transfer shall be processed only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Further, such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

11. The Company's equity shares are Listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra, 400001, Maharashtra, India under the Script Code 530185 and ISIN of the

Company is INE936A01025. The Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2026-2027.

12. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

13. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

    Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://ris.kfintech.com/default.aspx > Investor Services > Investor Support.

    Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

    Quick link to access the signup page: https://kprism.kfintech.com/signup.

14. The resolutions proposed will be deemed to have been passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the resolutions.

15. Electronic copy of the 'Register of Directors and Key Managerial Personnel and their Shareholding', 'Register of Contracts and Arrangements' and 'Register of Members' maintained as per the Companies Act, 2013 shall be accessible to the members.

16. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact evoting@kfintech.com or einward.ris@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

17. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to sharedepartment@stml.in on or before Saturday, August 01, 2026. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.

18. Investor Grievance Redressal: - The Company has designated Ms. Ankita Prasiddha Shroff, Company Secretary & Compliance Officer, 6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk Puna-Kumbharia Road, Dumbhal, Surat - 395010, Gujarat, India, and Email: sharedepartment@stml.in to enable investors to register their complaints, if any.

19. The Company has availed the services of KFin Technologies Limited ("KFin") for conducting the EGM through VC/OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting.

20. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by KFin Technologies

Limited **("KFin")**, formerly known as KFin Technologies Private Limited. Shareholders who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

21. The e-voting period begins on Friday, August 07, 2026 at 9:00 a.m. (IST) and ends on Sunday, August 09, 2026 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, August 01, 2026 ("cut-off date for e-voting"), may cast their vote electronically. The e-voting module shall be disabled by KFin Technologies Limited **("KFin")**, formerly known as KFin Technologies Private Limited for voting thereafter.

22. The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

23. Any person who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request to KFin Technologies Limited **("KFin")**, formerly known as KFin Technologies Private Limited. However, if he/she is already registered with KFin for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.

24. The Board of Directors has appointed Mr. Jigar Vyas (FCS No. 8019, CP No.14468) of M/s. Jigar Vyas & Associates, Practicing Company Secretaries, Surat as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall provide a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

26. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchange i.e. BSE Limited, KFin and will also be displayed on the Company's website at www.stml.in. Members may contact at E-mail Id evoting@ kfintech.com or call KFintech's toll free No. 1-800-309- 4001 for any further clarifications for any grievances connected with voting by electronic means.

27. Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/ KFin, if not registered with the Company/KFin, as mandated by SEBI by writing to the Company at sharedepartment@stml.in or to KFinTech at einward.ris@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.

28. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer

Agent i.e. KFinTech. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.

29. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

i. Members will be provided with a facility to attend the EGM through VC/OAVM platform provided by M/s KFin Technologies Limited. Members may access the same at https://emeetings.kfintech.com/ by using their e-voting login credentials. Members are requested to follow the procedure given below.

   a. Launch internet browser (chrome / firefox / safari) by typing the URL https://emeetings. kfintech.com/

   b. Enter the login credentials (i.e. user id and password for e-voting).

   c. After logging in, click on “Video Conference” option.

   d. Then click on camera icon appearing against EGM event of the Company, to attend the meeting.

ii. Members who do not have the user id and password for e-Voting or have forgotten the user id and password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

iii. Members may join the EGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the EGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox.

iv. 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.

v. Shareholders who would like to express their views/ask questions during the Meeting may log into https://emeetings.kfintech.com/ and click on “Post your Questions” may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that, Members questions will be answered only, the shareholder continues to hold the shares as of cut-off date benpos. Members may post their queries on or before Saturday, August 01, 2026.

vi. Members who need technical assistance before or during the EGM, can contact Kfintech at 18003454001 (toll free) or contact Mr. Anil Dalvi on (040) 6716 1606 or write at emeetings@kfintech.com.

vii. In case of decision to allow the Q&A session in the Meeting, Members may log into https:// emeetings.kfintech.com/ and click on “Speaker Registration” by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commerce from Saturday, July 18, 2026 9:00 AM (IST) and is available upto Saturday, August 01, 2026.

INSTRUCTIONS FOR E-VOTING DURING EGM:

i. The e-Voting "Thumb sign" on the left-hand corner of the video screen shall be activated upon instructions of the chairman during the EGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.

ii. Members need to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

iii. Only those shareholders, who are present in the EGM and have not casted their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

INSTRUCTIONS FOR E-VOTING DURING EGM:

i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations and SEBI circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, the Members are provided with the facility to exercise their right to vote at the EGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the EGM ["remote e-voting"] will be provided by our RTA.

ii. The Board of Directors of the Company have appointed Mr. Jigar Vyas (Membership No.: F8019 & CP No.14468) of M/s Jigar Vyas & Associates, Practicing Company Secretaries, Surat as Scrutiniser to scrutinise e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same. The Scrutiniser, after scrutinising the votes, will, not later than two (2) working days from the conclusion of the EGM, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company http://stml.in/ and on the website of RTA https://evoting.kfintech.com. The results shall simultaneously be communicated to the Stock Exchange i.e. BSE Limited.

iii. The remote e-voting period commences on Friday, August 07, 2026 (9:00 am) and ends on Sunday, August 09, 2026 (5:00 pm). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Saturday, August 01, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

iv. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, August 01, 2026.

v. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the EGM.

vi. Information and instructions for remote e-voting by individual shareholders holding shares in demat mode:

As per the circular of SEBI on e-voting facility provided by Listed Companies dated 09 December 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participants, is given below:

NSDL	**CDSL**
1. Users already registered for IDeAS facility of NSDL may follow the following procedure: **i.** Click on URL: https://eservices.nsdl.com **ii.** Click on the "Beneficial Owner" icon under 'IDeAS' section. **iii.** Enter your User ID and Password for accessing IDeAS, **iv.** On successful authentication, you will enter your IDeAS service login. **v.** Click on "Access to e-Voting" under Value Added Services on the panel available on the left-hand side. **vi.** Click on "Active e-voting Cycles" option under e-voting. **vii.** Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: i. Click on URL: https://web.cdslindia.com/myeasitoken/home/login Or www.cdslindia.com and click on New System Myeasi ii. Enter your User ID and Password for accessing Easi/ Easiest. iii. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

2. Users not registered for IDeAS facility of NSDL may follow the following procedure: i. To register, click on URL: https://eservices.nsdl.com/ ii. Select "Register Online for 'IDeAS' iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure: i. To register, click on URL https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
3. Users may directly access the e-voting module of NSDL as per the following procedure: i. Click on URL: https://www.evoting.nsdl.com/ ii. Click on the button "Login" available under "Shareholder / Member" section. iii. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. iv. On successful authentication, you will enter the e-voting module of NSDL. v. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting. vi. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	3. **Users may directly access the e-voting module of CDSL as per the following procedure;** i. Click on URL: www.cdslindia.com/https://www.evotingindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. iv. On successful authentication, you will enter the e-voting module of CSDL. 4. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

Procedure to login through their demat accounts / website of the Depository Participant:

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for **"e-Voting"** will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). **Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFinTech"** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website	**Contact details in case of technical issue on CSDL website.**
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com or** contact at **022- 23058738 or 22-23058542-43.**

vii. Information and Instructions for remote e-voting by shareholders other than individuals holding shares in demat mode and all other shareholders holding shares in physical mode:

a. Initial password is provided in the body of the email.

b. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:
For NSDL: 8-character DP ID followed by 8 digits Client ID.
For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:
Event Number followed by Folio No. registered with the Company.
Password: Your unique password is sent via e-mail forwarded through the electronic notice.
Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

d. After entering the details appropriately, click on LOGIN.

e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. You need to login again with the new credentials.

g. On successful login, the system will prompt you to select the EVENT number of the Company.

h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution

k. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

l. Any person who becomes a member of the Company after dispatch of the Notice of the EGM and holding shares as on the cut-off date i.e. Saturday, August 01, 2026 may obtain the user ID and password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399.

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE>1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567

ii. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. A member may call KFinTech's toll free number 1-800-3454-001

iv. A member may send an e-mail request to evoting@kfintech.com.

v. If the member is already registered with KFinTech's e-voting platform then he/she can use his / her existing User ID and password for casting the vote through remote e-voting.

In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: https://evoting.kfintech.com/ or contact KFinTech as per the details given above.

By order of the Board of Directors
For and on behalf of SURAT TRADE AND MERCANTILE LIMITED
Sd/-
Ankita Prasiddha Shroff
Company Secretary & Compliance Officer
Membership Number: A36425

Place: Surat
Date: July 14, 2026.

REGISTERED OFFICE
6th Floor, Tulsi Krupa Arcade, Near Aai Mata Chowk,
Puna Kumbharia Road, Dumbhal, Surat - 395010

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD ON GENERAL MEETINGS (‘SS-2’) AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

1. TO APPROVE THE RE-APPOINTMENT OF MR. SUHAIL P. SHAH (DIN: 00719002) AS WHOLE-TIME DIRECTOR FOR A PERIOD OF 5 YEARS:

The shareholders of the Company through Postal Ballot Process vide Notice dated 11th August 2023 had approved the appointment of Mr. Suhail P. Shah as the Wholetime Director designated as Executive Director of the Company for a period of 3 (three) years with effect from September 01, 2026 upon the terms and conditions including remuneration as specified in the explanatory statement annexed to the Postal Ballot Notice.

Mr. Suhail P. Shah holds a Postgraduate in Physical Chemistry from The University of Chicago and a Doctorate in Theoretical Physical Chemistry from The University of Chicago and has had a brilliant academic career. He has to his credit various research accomplishments, computational skills and publications at the international level. He has more than 10 years of experience in research with various universities of international repute. He has wide exposure and knowledge in project appraisal, assessing technical feasibility in respect of projects, operations & business management etc.

Mr. Suhail P. Shah shared his rich experience and made valuable contributions and guided the Company and successfully implement the new business activities which resulted in improved performance of the Company for F.Y. 2025-26.

Further taking into consideration his profile and experience, current needs of the business, present performance and potential assessment, Mr. Suhail P. Shah’s re-appointment and continuation as Wholetime Director will strengthen the present Board Composition, status and the profile.

The Board of Directors of the Company (the ‘Board’), at its meeting held on 26th May, 2026 has, subject to the approval of members, approved the re-appointment of Mr. Suhail P. Shah as Wholetime Director designated as Executive Director of the Company, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 1st September, 2026, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

The salient features of the terms of re-appointment and remuneration payable to Mr. Suhail P. Shah are as under:

i) Salary: Upto Rs.5,00,000/- per month.

ii) Perquisites and Allowances:

(a) In addition to the salary as above, Mr. Suhail P. Shah shall be entitled to perquisites which includes accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water furnishings, repairs, servants’ salaries, society charges and property tax, medical reimbursement, medical/accident insurance, leave travel concession for self and family including dependents; club fees, car(s) with driver and telephone(s) at residence and such other perquisites and/or other allowances as the Board (which includes any committee thereof) may in its absolute discretion determine from time to time provided that the aggregate value of such perquisites shall not exceed Rs. 2,50,000/- per month.

(b) The said perquisites and allowance shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

ii) Contribution to provident fund, superannuation or annuity fund, gratuity etc.:

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law, and Gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax law shall not be included for the purpose of computation of the overall ceiling of remuneration.

iii) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Suhail P. Shah shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits will be determined by the Board and/or the Nomination and Remuneration Committee of the Board for each financial year.

The overall remuneration payable every year to the Managing Director and the Wholetime Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. shall not exceed in aggregate ten percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment thereof.

The aggregate of salary, perquisites and commission in any one financial year shall not exceed the overall limits prescribed under Section 197(1) of the Act read with Schedule V to the Act as may be for the time being in force.

iv) Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging including for Mr. Suhail P. Shah's spouse and attendant(s) during business trips, any medical assistance provided including for their family members; and provision of car(s) for use on the Company's business, club membership and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

v) Minimum Remuneration

In the event of inadequacy or absence of profits in any financial year during his tenure as Managing Director, Mr. Suhai P. Shah will be entitled to the foregoing amount of remuneration along with the perquisites and allowances mentioned above as the minimum remuneration for the year subject to the ceiling as applicable and prescribed under Schedule V of the Act.

vi) General:

(a) The Wholetime Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and confirm to comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Wholetime Director will be under the overall authority of the Managing Director.

(b) The Wholetime Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(c) The Wholetime Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

(d) The office of the Wholetime Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

(e) Mr. Suhail P. Shah so long as he functions as Wholetime Director, shall not be paid any sitting fees for attending the meeting of the Board or Committees thereof.

(f) Mr. Suhail P. Shah shall be liable to retire by rotation and said retirement by rotation shall not be construed as break in terms of his appointment.

Mr. Suhail P. Shah satisfies all conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Suhail P. Shah under Section 190 of the Act.

Details of Mr. Suhail P. Shah pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **"Annexure 1"** to this Notice.

Mr. Suhail P. Shah is interested in the resolution set out at Item No. 1 of this Notice with regard to his re-appointment. Mr. Alok P. Shah, Managing Director being related to Mr. Suhail P. Shah may be deemed to be interested in the resolution set out at Item No. 1 of this Notice. The other relatives of Mr. Suhail P. Shah and Mr. Alok P. Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Promoters, Directors, Managers, Key Managerial Personnel, or their Relatives, either directly or indirectly is concerned or interested in the above Resolution.

The Board recommends the Ordinary Resolution at Item No. 1 of this Notice for approval of the Members.

2. APPROVAL FOR INCREASE IN LIMIT FOR MAKING INVESTMENTS, PROVIDING LOANS, GIVING GUARANTEES AND SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Approval for loan, investments, guarantee and securities under Section 186 of the Companies Act 2013 (the Act) pertaining to loan and investment by a Company, inter alia, requires that no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium, whichever is more, except with previous approval of members by means of a Special resolution.

However, the Board of Directors may exhaust the limits stated in Section 186 of the Act in future and if there is no limit available to the Company for such a transaction involving other than wholly owned subsidiaries then the Company cannot be able to take the opportunity available at the point in time and it needs to follow the lengthy process in order take any such benefits. Therefore, it will be expedient to allow the Company a reasonable limit for such transactions in the interest of operational flexibility for the Management to avail opportunities to benefit costs, profits, business growth or financial flexibility. It will enable Company to deploy its funds by way of acquiring securities, giving of loans, deposits or such other means and provide security and guarantee from time to time and on such terms and conditions as may be decided by the Board keeping in view the surplus funds, opportunity before the Company, business benefits, subject to compliance with all applicable statutory provisions. By providing a limit up to ₹250 Crore (Rupees Two Hundred Fifty Crore Only), this resolution presently in effect purports to create a modest headroom to the Company (after considering investments etc) and accordingly the Board may exercise their power in this respect from time to time where deemed expedient for the Company. Said amount may vary depending upon the outstanding amount of loan, investment, guarantee etc. from time to time. For further financial and other business detail including loan, investments, guarantee etc. financial statements of company may be referred which is available on website of the Company. If necessary, approval under this resolution shall also be considered as approval for the afore stated position.

Further, Board of Directors are allowed to delegate the powers granted by this resolution to any committee(s) of the Board or Managing Director, Director or any other officer of the Company up to such limit as the Board of Directors of the Company may think fit.

The Directors of the Company accordingly recommend the special resolution as set out in the accompanying Notice for members' approval.

None of the Promoters, Directors, Managers, Key Managerial Personnel, or their Relatives, either directly or indirectly is concerned or interested in the above Resolution.

The Board recommends the Special Resolution at Item No. 2 of this Notice for approval of the Members.

3. TO APPROVE THROUGH RATIFICATION MATERIAL RELATED PARTY TRANSACTIONS WITH MR. ALOK P. SHAH (DIN: 00218180), MANAGING DIRECTOR EXCEEDING THE PRESCRIBED LIMITS FOR THE FINANCIAL YEAR 2025-26

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations or Listing Regulations"), as amended, inter alia stipulate that all material related party transactions (individually or taken together with previous transactions during a financial year) shall require prior approval of the shareholders of the Company, and that no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the threshold provided in Schedule XII the SEBI LODR Regulations.

The materiality thresholds prescribed under Schedule XII of the SEBI LODR Regulations are as follows:

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

For the Financial Year 2025-26, the materiality threshold for Related Party Transactions of the Company on the basis of annual consolidated turnover based on the last audited financial statements is set out in the table below

Particulars	**Amount**
Consolidated Turnover of the Company (Last Audited Financial Statements for the year ended March 31, 2025)	₹ 7090.04 Lakhs
Materiality Threshold (10% of Annual Consolidated Turnover as per Schedule XII of SEBI LODR Regulations)	₹ 709.004 Lakhs
Value of the Aggregate Transactions during the Year	₹ 816.05 Lakhs
Whether transaction exceeds materiality threshold?	**Yes**
Variation	**₹ 107.01**

During the financial year 2025-26, the Company has entered into related party transactions with Mr. Alok P.Shah (DIN: 00218180), Managing Director in the ordinary course of business and on an arm's length basis, a related party as per Regulation 2(1) (zb) of the Listing Regulations for the sale of Art and Artifacts and payment of remuneration as Managing Director of the Company.

At the beginning of the financial year, the estimated value of transactions with Mr. Alok P. Shah (DIN: 00218180), Managing Director was within the applicable materiality threshold. However, the total value of such transactions during the financial year 2025-26 amounted to ₹816.05 lakhs, thereby breaching the prescribed materiality threshold of ₹709.004 Lakhs without obtaining the requisite prior approval from the shareholders of the Company as mandated under Regulation 23(4) of the Listing Regulations.

Upon identification of this inadvertent non-compliance, the Company promptly undertook necessary corrective actions, including obtaining ratification and approval from the Audit Committee and placing the matter before the Board of Directors for its recommendation to seek shareholder approval for ratification at the ensuing General Meeting. It is pertinent to note that the non-compliance was entirely inadvertent and not deliberate. As soon as it came to the Company's attention, immediate steps were taken to rectify the lapse. The Company has not derived any undue profit or avoided any loss on account of this non-compliance, and no harm, loss, or prejudice has been caused to any investor.

In view of the above, the Company seeks to suo-moto and voluntarily settle all proceedings that may arise and engage with the Securities and Exchange Board of India on such terms as may be mutually acceptable, in accordance with the applicable regulations on settling the same by consent in full and final settlement of any and all proceedings that may be proposed or contemplated in this respect.

Further, the requisite particulars in compliance with SEBI Circular dated June 26, 2025 on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions is placed as **Annexure A & B** to this Notice and forms integral part of this Resolution.

Further, as required in the Industry Standard Note on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions issued by SEBI on June 26, 2025 and to enable the shareholders to take the informed decision, the rational for the transactions is set out below:

1. The Company has partially divested its investments in Art, which have appreciated significantly in recent years, with a view to booking profits.
2. The sale proceeds were utilised to meet liquidity requirements and to exploit emerging investment opportunities.
3. By way of direct sale (as opposed to auction), the Company saved approximately 20% in auction costs, along with saving on time and related risks.
4. The transaction is in accordance with the Memorandum and Articles of Association of the Company, which permit the Company to trade in such assets.
5. The transaction is at arm's length and in the ordinary course of business.

As per the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Accordingly, all related parties of the Company, including the promoter and promoter group, shall abstain from voting on the Resolution at Item No.3.

Except Mr. Alok P. Shah and Mr. Suhail P. Shah and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding in the Company and except for their association with the related party, if any, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

By order of the Board of Directors
For and on behalf of SURAT TRADE AND MERCANTILE LIMITED
Sd/-
Ankita Prasiddha Shroff
Company Secretary & Compliance Officer
Membership Number: A36425

Place: Surat
Date: July 14, 2026

"Annexure 1"

Details of Directors seeking Appointment/Re-appointment Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations and Clause 1.2.5 of the Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name Of Director	Mr. Suhail P. Shah
Director Identification Number (DIN)	00719002
Date of Birth (Age)	September 01, 1974
Designation	Whole-Time Director
Date Of First Appointment on the Board	September 01, 2023
Terms and Conditions of appointment/re-appointment	Liable to retire by rotation, original terms of appointment would follow.
Qualification	Ph.D. in Theoretical Physical Chemistry M.S. in Physical Chemistry
Nature of expertise in specific functional areas	He has to his credit various research accomplishments, computational skills and publications at the international level. He has more than 10 years of experience in research with various universities of international repute.
Name of the companies in which he holds directorship (other than Surat Trade and Mercantile Limited)	• Rosekamal Textiles Private Limited • Sorrento Textiles Private Limited • Prabhat Silk Mills Limited • Introscope Properties Private Limited • Bijlee Textile Private Limited • Palomar Textiles Limited • Armorex Business Centre Private Limited • Global Textile Market Holdings Private Limited • Porus Textiles and Trading Private Limited • Andromeda Textiles and Trading Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil
Details of remuneration (including Setting fee, if any) last drawn	₹3,00,000/- p.a.

No. of meetings of the Board attended during the year	5 (Five)
Details of remuneration sought to be Paid	As per the terms mutually agreed by the board
Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Mr. Suhail P. Shah and Mr. Alok P. Shah, Managing Director are siblings. Apart from this, Mr. Suhail P. Shah is not related to any other Director and KMP in the Company
Membership/ Chairmanship of Committees of other Boards	NIL
Shareholding in the Company: No. of shares held as on 31st March 2026: **(a) Own** **(b) For other persons on a beneficial Basis**	5,60,73,365 Equity Shares of Rs.1 each fully paid up comprising of about 25.25% of the paid-up capital of the Company.
Listed entities from which the Director has resigned in the past three years	NIL

"Annexure B"

"Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"

Sr No.	Particulars of the Information	Information provided by the Management
Minimum Information to be provided to the shareholders for approval of Material RPTs:		
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Enclosed as **Annexure A**
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	**RATIONALE AND JUSTIFICATION FOR THE TRANSACTION** 1. The Company has partially divested its investments in Art, which have appreciated significantly in recent years, with a view to booking profits. 2. The sale proceeds were utilised to meet liquidity requirements and to exploit emerging investment opportunities. 3. By way of direct sale (as opposed to auction), the Company saved approximately 20% in auction costs, along with saving on time and related risks. 4. The transaction is in accordance with the Memorandum and Articles of Association of the Company, which permit the Company to trade in such assets. 5. The transaction is at arm's length and in the ordinary course of business.
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	We hereby would like to confirm that the Company has placed before the Audit Committee Certificate provided by Mr. Chandresh S. Punjabi, Chief Financial Officer and Mr. Paresh V. Chothani (DIN: 00218632), Whole-Time Director in compliance with RPT Industry Standard and the same was reviewed and approved by it.
4	The material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT under consideration is approved and ratified by the Audit Committee at its meeting dated July 14, 2026 and recommendation of the Board of Directors proposing the approval and ratification of this material related party transaction is received at their meeting dated July 14, 2026.

Sr No.	Particulars of the Information	Information provided by the Management
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Web-link for Valuation Report: http://stml.in/Reports/Shareholders%20Meeting/Valuation%20Report.pdf QR Code to access the Valuation Report:
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	This is to confirm that information provided to the shareholders vide this resolution including Explanatory statement and Annexure A and B are self-explanatory and sufficient for shareholders to make an informed decision.
7	Any other information that may be relevant.	During the financial year 2025-26, the Company has entered into related party transactions with Mr. Alok P.Shah (DIN: 00218180), Managing Director in the ordinary course of business and on an arm's length basis, a related party as per Regulation 2(1) (zb) of the Listing Regulations for the sale of Art and Artifacts and payment of remuneration. At the beginning of the financial year, the estimated value of transactions with Mr. Alok P. Shah (DIN: 00218180), Managing Director was within the applicable materiality threshold. However, the total value of such transactions during the financial year 2025-26 amounted to ₹816.05 lakhs, thereby breaching the prescribed materiality threshold of ₹709.004 Lakhs without obtaining the requisite prior approval from the shareholders of the Company as mandated under Regulation 23(4) of the Listing Regulations. Upon identification of this inadvertent non-compliance, the Company promptly undertook necessary corrective actions, including obtaining ratification and

Sr No.	Particulars of the Information	Information provided by the Management
		approval from the Audit Committee and placing the matter before the Board of Directors for its recommendation to seek shareholder approval for ratification at the ensuing General Meeting. It is pertinent to note that the non-compliance was entirely inadvertent and not deliberate. As soon as it came to the Company’s attention, immediate steps were taken to rectify the lapse. The Company has not derived any undue profit or avoided any loss on account of this non-compliance, and no harm, loss, or prejudice has been caused to any investor. In view of the above, the Company seeks to suo-moto and voluntarily settle all proceedings that may arise and engage with the Securities and Exchange Board of India on such terms as may be mutually acceptable, in accordance with the applicable regulations on settling the same by consent in full and final settlement of any and all proceedings that may be proposed or contemplated in this respect.

Note: Here in this Industry Standard Note the words and expressions “proposed transactions or value of proposed transactions or similar terms” means and includes approval and ratification of transactions undertaken in the Financial Year 2025-26 as the proposal is not for new transaction but for the transactions already consummated

Encl: Annexure A

"Annexure A"

"Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions"

Minimum information of the Proposed RPT, applicable to all RPTs (A1 to A5):

<table>
<tr><th>Sr No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td colspan="3">A(1) Basic Details of the Related Party:</td></tr>
<tr><td>1</td><td>Name of the Related Party</td><td>Mr. Alok P Shah (DIN: 00218180)</td></tr>
<tr><td>2</td><td>Country of Incorporation of the Related Party</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Nature of Business of Related Party</td><td>Not Applicable</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the Related Party:</td></tr>
<tr><td>1</td><td>Relationship between the listed entity~~/subsidiary[1] (in case of transaction involving the subsidiary)~~ and the related party – including nature of its concern (financial or otherwise) and the following:
● Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.
● 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).
● Shareholding of the related party, whether direct or indirect, in the listed entity~~/ subsidiary (in case of transaction involving the subsidiary).~~
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control[2].
While calculating indirect shareholding, shareholding held by relatives [3]shall also be considered.</td><td>Mr. Alok P Shah (DIN: 00218180) is the Promoter and Managing Director of the Company

Not Applicable

Not Applicable

<table><tr><th>Sr No</th><th>Name of the Related Party and his relatives</th><th>No. of Shares</th><th>% of shares</th></tr><tr><td>1</td><td>Alok P Shah (HUF)</td><td>521</td><td>Negligible</td></tr><tr><td>2</td><td>Prabhat Silk Mills Limited</td><td>1000</td><td>Negligible</td></tr></table></td></tr>
</table>

<table>
<tr><th>Sr No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>3</td><td>Deepika Alok Shah</td><td>521</td><td>Negligible</td></tr>
<tr><td>4</td><td>Alok P Shah</td><td>8,93,81,990</td><td>40.25</td></tr>
<tr><td>5</td><td>Suhail P Shah</td><td>5,60,73,365</td><td>25.25</td></tr>
<tr><td>6</td><td>Introscope Properties Private Limited</td><td>1700</td><td>Negligible</td></tr>
<tr><td>7</td><td>Palomar Textile Limited</td><td>65,45,820</td><td>2.95</td></tr>
<tr><td></td><td>Total</td><td>15,20,04,917</td><td>68.45</td></tr>
</table>
</td></tr>
<tr><td colspan="3"><u>A(3) Details of previous transactions with related party:</u></td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity <s>or subsidiary</s> with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>
<table>
<tr><th>Sr No</th><th>Nature of Transaction</th><th>Amount in INR Financial Year (2025-26)</th></tr>
<tr><td>1</td><td>Remuneration paid to Mr. Alok Shah</td><td>4,80,000</td></tr>
<tr><td>2</td><td>Sale of Art & Artifacts (Requiring ratification)</td><td>8,11,25,000</td></tr>
<tr><td></td><td>Total</td><td>8,16,05,000</td></tr>
</table>
Mr. Alok P Shah has entered into the transactions with the Company as stated in the above table.
</td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or 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>
<table>
<tr><th>Sr No</th><th>Nature of Transaction</th><th>Amount in INR For the Quarter Ended 30.06.2026</th></tr>
<tr><td>1</td><td>Remuneration paid to Mr. Alok Shah</td><td>1,20,000</td></tr>
<tr><td>2</td><td>Sale of Art & Artifacts</td><td>10,02,85,000</td></tr>
<tr><td></td><td>Total</td><td>10,04,05,000</td></tr>
</table>
</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>Not applicable as there is no such reportable event of such nature</td></tr>
</table>

<table>
<tr><th>Sr No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td colspan="3"><u>A(4) Amount of the Proposed Transaction for ratification:</u></td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee for ratification~~/ shareholders.~~</td><td>₹ 8,16,05,000/- (Rupees Eight Crore Sixteen Lakhs Five Thousand Only)</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>11.51%</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>Not Applicable</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>Not Applicable as Related Party is Individual</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:
<table>
<tr><th>Particulars</th><th>FY 2025-26 (INR)</th></tr>
<tr><td>Turnover</td><td></td></tr>
<tr><td>Profit After Tax</td><td></td></tr>
<tr><td>Net Worth</td><td></td></tr>
</table>
Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Not Applicable as Related Party is Individual</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 for ratification (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Sale of Arts & Artifacts 3 (Three) in numbers forming part of Other Assets in the Financial Statements of the Company</td></tr>
</table>

<table>
<tr><th>Sr No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>Description of Arts & Artifacts sold:
<table>
<tr><th>Sr. No.</th><th>Date of Transaction</th><th>No. of Arts & Artifacts</th><th>Transaction Value in ₹ (without GST & TCS)</th><th>Valuation Price (In ₹.)</th></tr>
<tr><td>1</td><td>June 03, 2025</td><td>1 (One)</td><td>3,85,00,000</td><td>4,04,25,000</td></tr>
<tr><td>2</td><td>November 26, 2025</td><td>2 (Two)</td><td>3,70,00,000</td><td>4,07,00,000</td></tr>
<tr><td colspan="2">Total</td><td></td><td>8,11,25,000</td><td>7,55,00,000</td></tr>
</table>
Company has also paid ₹4,80,000/- as remuneration to Mr. Alok P. Shah during the Financial Year 2025-26</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>All the transactions pertaining to Sale of Art and Artifacts and remuneration paid were consummated in the Financial Year 2025-26 and it is proposed to ratify the said transactions as the same were undertaken without the prior approval of the Shareholders as required under Regulation 23(1) read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>No</td></tr>
<tr><td>5</td><td>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.</td><td>Not Applicable</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The aggregate amount of book value of the aforesaid Arts & Artifacts is ₹ 3,02,00,000/- (Rupees Three Crore Two Lakhs Only). Considering the Valuation Reports for both the transactions dated May 12, 2025 and November 11, 2025 and the mark up price for each of the Arts & Artifacts, the aggregate amount of consideration on sale of these Arts & Artifacts works out to ₹8,11,25,000/- (Rupees Eight Crore Eleven Lakhs Twenty-Five Thousand Only)</td></tr>
</table>

<table>
<tr><th>Sr No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td></td><td></td><td>resulting in Profit of ₹5,09,25,000/- (Rupees Five Crore Nine Lakh Twenty-Five Thousand Only).
• The sale consideration was determined on the basis of the Independent Valuation Reports dated May 12, 2025 and November 11, 2025, obtained by the Company for determining the fair market value of the respective Arts & Artifacts, together with the applicable mark-up approved by the Audit Committee. The aggregate sale consideration of ₹8,11,25,000/- (Rupees Eight Crore Eleven Lakhs Twenty-Five Thousand Only)s resulted in a substantial profit over the aggregate book value of the artworks and reflects a fair and commercially reasonable value for the transactions.
• The remuneration paid to Mr. Alok P. Shah as managing Director during the Financial Year 2025-26 amounting to ₹4,80,000/-.
• The transactions were at arm’s length and in the ordinary course of business of the Company.
• The transaction were in conformity with the Related Party Transaction Policy of the Company.
• The Memorandum and Articles of Association of the Company permit the Company to trade in such assets.
• The transactions for sale of arts and artifacts were approved by the Audit Committee at its meeting held on May 27, 2025 and November 21, 2025.
• The terms of the approval and ratification of the aforesaid Material Related Party Transactions are fair and reasonable and are in the best interests of the Company.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td><td><table><tr><th>Sr No</th><th>Name of the Related Party and his relatives</th><th>No. of Shares</th><th>% of shares</th></tr><tr><td>1</td><td>Alok P Shah (HUF)</td><td>521</td><td>Negligible</td></tr><tr><td>2</td><td>Prabhat Silk Mills Limited</td><td>1000</td><td>Negligible</td></tr><tr><td>3</td><td>Deepika Alok Shah</td><td>521</td><td>Negligible</td></tr></table></td></tr>
</table>

<table>
<tr><th>Sr No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><td>4</td><td>Alok P Shah</td><td>8,93,81,990</td><td>40.25</td></tr>
<tr><td>5</td><td>Suhail P Shah</td><td>5,60,73,365</td><td>25.25</td></tr>
<tr><td>6</td><td>Introscope Properties Private Limited</td><td>1700</td><td>Negligible</td></tr>
<tr><td>7</td><td>Palomar Textile Limited</td><td>65,45,820</td><td>2.95</td></tr>
<tr><td></td><td>Total</td><td>15,20,04,917</td><td>68.45</td></tr>
</table>
</td></tr>
<tr><td></td><td>a. Name of the director / KMP</td><td>1. Mr. Alok P Shah (DIN: 00218180), Managing Director (himself)
2. Mr. Suhail P. Shah (DIN: 00719002), Whole Time Director (Brother of Mr. Alok P Shah)</td></tr>
<tr><td></td><td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td>Not Applicable as the Related Party is individual.</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Web-link and QR Code to access the Valuation Report is provided in Annexure B</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>RATIONALE FOR THE TRANSACTION
1. The Company has partially divested its investments in Art, which have appreciated significantly in recent years, with a view to booking profits.
2. The sale proceeds were utilised to meet liquidity requirements and to exploit emerging investment opportunities.
3. By way of direct sale (as opposed to auction), the Company saved approximately 20% in auction costs, along with saving on time and related risks.
4. The transaction is in accordance with the Memorandum and Articles of Association of the Company, which permit the Company to trade in such assets.
5. The transaction is at arm's length and in the ordinary course of business.</td></tr>
</table>

Note: Here in this Industry Standard Note the words and expressions "proposed transactions or value of proposed transactions or similar terms" means and includes approval and ratification of transactions undertaken in the Financial Year 2025-26 as the proposal is not for new transaction but for the transactions already consummated